

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

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

**April 19, 2023 – 9:00 a.m.**

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This meeting will be held at the address listed above and, absent technological disruption, will be accessible via videoconference and conducted in accordance with Government Code section 54953 and 54954.2 through December 31, 2025.

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

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

**CALL TO ORDER**

**ROLL CALL**

**CONSIDER ANY BOARD MEMBER REQUESTS TO TELECONFERENCE FOR  
"JUST CAUSE" OR "EMERGENCY," AS SET FORTH ON THIS AGENDA BELOW**

**MINUTES**

October 4, 2022 Governance Committee meeting

**A. OPEN TIME FOR PUBLIC EXPRESSION**

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

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

## **B. NEW BUSINESS**

1. Proxy Voting
  - a. Proxy Voting Reports  
Proxy voting records of public equity managers for December 31, 2022
  - b. Proxy Voting Reports – Executive Compensation  
Review and discuss the ISS executive compensation proxy voting reports for the Dimensional Fund Advisors and State Street Global Advisors portfolios
2. Governance Risk Report – Institutional Shareholder Services (ISS) – Jack Ferdon  
Review and discuss the ISS quarterly Risk Assessment Report
3. Custom ISS Proxy Voting Guideline on Say on Pay (ACTION)  
Consider and take possible action on proxy voting guideline regarding CEO pay
4. Existing Policies – Standard Review with Proposed Updates
  - a. Conflict of Interest Code (ACTION)  
Consider possible recommendation to Board on updates to policy
  - b. Actuarial Funding Policy (ACTION)  
Consider possible recommendation to Board on updates to policy
5. Existing Policies – Standard Review without Proposed Updates
  - a. Policy Regarding Implementation of Felony Forfeiture Laws (ACTION)  
Conduct standard policy review
  - b. Travel and Expense Policy (ACTION)  
Conduct standard policy review
6. Next Committee Meeting  
Consider and discuss agenda items for future meetings

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

**Note on Board Member requests to participate by teleconference under Government Code section 54953, subdiv. (f):** At least a quorum of the Committee must be present together physically at the meeting to invoke this provision. The provision is limited to “just cause” and “emergency” circumstances, as follows:

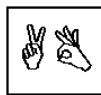
“Just cause” is only: (1) a childcare or caregiving need of a child, parent, grandparent, grandchild, sibling, spouse or domestic partner that requires them to participate remotely; (2) a contagious illness that prevents a member from attending in person; (3) a need related to a physical or mental disability, as defined; or (4) travel while on official business of MCERA or another state or local agency. A Board member invoking “just cause” must provide a general description of the circumstances relating to their need to

appear remotely at a given meeting, and it may not be invoked by a Board member for more than two meetings in a calendar year.

“Emergency circumstances” is only: “a physical or family medical emergency that prevents a member from attending in person.” The Board member invoking this provision must provide a general description of the basis for the request, which shall not require the member to disclose personal medical information. Unlike with “just cause,” the Board must by majority vote affirm that an “emergency circumstance” situation exists.

As to both of the above circumstances, the Board member “shall publicly disclose at the meeting before any action is taken whether any other individuals 18 years of age or older are present in the room at the remote location with the member and the general nature of the member’s relationship with any such individuals.” Also, the Board member “shall participate through both audio and visual technology,” and thus be both audible and visible to those attending. Finally, no Board member may invoke these teleconference rules for more than three consecutive months or 20 percent of the regular meetings of the Board.

**Note on teleconference disruption that interrupts the live stream: In the event of a technological or similar disruption, and provided no Board/committee members are attending by teleconference, the meeting will continue in person.**



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

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

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

## **MINUTES**

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

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

**October 4, 2022 – 9:00 a.m.**

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This meeting was held via videoconference pursuant to MCERA Board of Retirement Resolution 2021-22/01, which invoked Government Code section 54953(e) for all MCERA Board and standing committee meetings through October 14, 2022. The public was able to listen to and observe the meeting and provide comment through Zoom.

#### **CALL TO ORDER**

Chair Cooper called the meeting to order at 9:01 a.m.

#### **ROLL CALL**

**PRESENT:** Cooper, Gladstern, Jones, Silberstein

**ABSENT:** Tomlin

#### **MINUTES**

It was M/S Gladstern/Jones to approve the April 20, 2022 Governance Committee Meeting Minutes as submitted. The motion was approved by a vote of 4-0 as follows:

**AYES:** Cooper, Gladstern, Jones, Silberstein

**NOES:** None

**ABSTAIN:** None

**ABSENT:** Tomlin

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

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

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

For consideration at April Committee meeting

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

No members of the public provided comment.

## **B. NEW BUSINESS**

### **1. Proxy Voting**

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

Proxy voting records of public equity managers for June 30, 2022

Retirement Administrator Jeff Wickman presented proxy voting reports as of June 30, 2022. At the request of the Committee, managers provided an explanation for proxy votes against Institutional Shareholder Services (ISS) recommendations, with the exception of Fidelity Institutional Asset Management. Chair Cooper invited comments on the proxy votes. Trustee Silberstein pointed out that for the Dimensional Fund Advisors (DFA) and State Street Global Advisors (SSGA) portfolios MCERA is voting against Chief Executive Officer (CEO) pay packages about 23% of the time, which is more than when these managers voted proxies. Observing that CEO pay for large companies has increased over time from 20 to 400 times that of the average worker, he pointed out that CalPERS and CalSTRS are voting against about 50% of CEO pay packages. Chair Cooper asked if those entities have higher standards than ISS and Trustee Silberstein replied that is correct due to a more stringent link between company performance and CEO pay. Asked by Trustee Cooper how this might be implemented, Trustee Silberstein suggested having a quantitative guideline on CEO pay that ISS could apply.

Mr. Wickman asked Jack Ferdon if ISS could add specific guidelines for CEO pay and have that added to the current Public Fund Policy being utilized to vote MCERA's proxies. Mr. Ferdon said that could be done which would mean that MCERA has a customized policy it would vote. Mr. Wickman said a discussion to determine CEO pay guidelines can be agendaized for the spring of 2023 Committee meeting. Chair Cooper requested this item to be added to the April 2023 Committee meeting agenda.

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

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

Mr. Wickman presented proxy votes on executive compensation for the DFA and State Street Global Advisors (SSGA) portfolios. Trustee Silberstein noted the consistency of votes based on the Public Fund Policy and Trustee Gladstern appreciated having the reasons for the votes in these reports.

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

Review and discuss the ISS quarterly Risk Assessment Report

Jack Ferdon, Senior Associate, Client Service and Consultants, with Institutional Shareholder Services (ISS), presented the ISS Governance Risk Report as of June 30, 2022. Mr. Ferdon reported 21% of companies rank in the high governance risk quality

For consideration at April Committee meeting

score category; as examples, he highlighted Alphabet and Meta, listed due to excessive compensation practices. Mr. Wickman reported which portfolio held each of the stocks in the high risk category.

Mr. Ferdon reported that proxy votes overall were relatively strict in voting against management proposals. There was an increase in dissent on say on pay proposals. Generally proxy votes were supportive of shareholder proposals across all categories, notably those allowing shareholders to call a special meeting.

The reports details eleven proxy contests, of which Mr. Ferdon said the most notable is McDonalds. In this instance an investor took issue with mistreatment of animals and tried to place directors on the Board. The result was his nominees received very low support, including from the Public Fund Policy. Trustee Silberstein said to reduce the confusion of having two separate ballots for shareholder proposals and management proposals, the Securities and Exchange Commission (SEC) is implementing a universal proxy with all candidates listed on one ballot.

Chair Cooper thanked Mr. Ferdon for his report, saying he finds the Governance Risk Report valuable and inviting further comments. Mr. Wickman referenced supplemental reports provided at the request of the Committee on this topic, a summary of contested meetings and the performance of these companies. Trustee Gladstern indicated there may be more information than needed and Mr. Wickman said the data can be paired back as preferred by the Committee.

3. Existing Policies – Standard Review with Proposed Updates

a. Conflict of Interest Code (ACTION)

Consider possible recommendation to Board on updates to policy

Mr. Wickman stated changes to the Conflict of Interest Code reflect standardizing the Government Code and administrative corrections. Counsel Dunning explained the corrections have to do with two different thresholds for maximum financial interests, one which increases every two years while the other should have remained the same.

It was M/S Jones/Silberstein to adopt updates to the Conflict of Interest Code as presented. The motion was approved by a vote of 4-0 as follows:

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

b. Trustee Due Diligence Policy (ACTION)

Consider possible recommendation to Board on updates to policy

Mr. Wickman reported updates to the Trustee Due Diligence Policy provide more flexibility in executing the Board's due diligence procedures and were developed with Callan's input. In addition, there is more specificity on management presentations to the Investment Committee, including the rotational basis and having private equity managers continue to report annually. Video conferencing has been added as an option

For consideration at April Committee meeting

to conducting on-site due diligence. Counsel Dunning noted the role of the Retirement Administrator as Chief Investment Officer is clarified.

Trustee Gladstern said there is value in on-site visits to the managers. In response Mr. Wickman said on site due diligence is not being eliminated, adding that Callan conducts meetings with the managers on a regular basis. Chair Cooper indicated the policy updates were reasonable.

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

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

c. Portable Electronic Device Policy (ACTION)

Consider possible recommendation to Board on updates to policy

Mr. Wickman stated updates to the Portable Electronic Device Policy were developed with input from Counsel Dunning, her partner at Nossaman who specializes in intellectual property law, and MCERA staff.

Trustee Gladstern asked about access to the related County media policy, which Mr. Wickman said he would include with the Portable Electronic Device Policy along with the Annual Affirmation. Counsel Dunning suggested an edit to the policy that referenced that the County's policy may be amended from time to time.

It was M/S Jones/Silberstein to approve updates to the Portable Electronic Device Policy with revisions as discussed above. The motion was approved by a vote of 4-0 as follows:

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

4. Existing Policies – Standard Review without Proposed Updates

Action on the Investment Policy Statement, Item B.4.a below, will be deferred to the Investment Committee.

a. Investment Policy Statement (ACTION)

Conduct standard policy review

It was M/S Gladstern/Jones to accept the review of the policies listed in Agenda Item B.4.b-d below. The motion was approved by a vote of 4-0 as follows:

For consideration at April Committee meeting

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

- b. Code of Fiduciary Conduct, Ethics and Governance (ACTION)  
Conduct standard policy review
- c. Interest Crediting Policy (ACTION)  
Conduct standard policy review
- d. Unrestricted Earnings Policy (ACTION)  
Conduct standard policy review
- 5. Next Committee Meeting  
Consider and discuss agenda items for future meetings

Trustee Gladstern asked if MCERA can look into joining other California state pension systems who are engaging with corporations to promote Board diversity. Mr. Wickman replied this can be added to the April 2023 agenda for discussion by the Committee.

There being no further business, Chair Cooper adjourned the meeting at 10:02 a.m.

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Chris Cooper  
Governance Committee Chair

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Attest: Jeff Wickman  
Retirement Administrator



Dimensional Fund Advisors - Proxy Votes - July through December 2022 Compared to ISS and Public Fund Policy Recommendations										B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
A-Mark Precious Metals, Inc.	10/27/2022	Management	1	Yes	Elect Director Jeffrey D. Benjamin	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	10/27/2022	Management	2	Yes	Elect Director Ellis Landau	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	10/27/2022	Management	3	Yes	Elect Director Beverley Lepine	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	10/27/2022	Management	4	Yes	Elect Director Carol Meltzer	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	10/27/2022	Management	5	Yes	Elect Director John (Jay) U. Moorhead	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	10/27/2022	Management	6	Yes	Elect Director Jess M. Ravich	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	10/27/2022	Management	7	Yes	Elect Director Gregory N. Roberts	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	10/27/2022	Management	8	Yes	Elect Director Monique Sanchez	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	10/27/2022	Management	9	Yes	Elect Director Kendall Saville	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	10/27/2022	Management	10	Yes	Elect Director Michael R. Wittmeyer	For	For	For	For	A vote FOR all director nominees is warranted.
A-Mark Precious Metals, Inc.	10/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
A-Mark Precious Metals, Inc.	10/27/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
A-Mark Precious Metals, Inc.	10/27/2022	Management	13	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
AAR Corp.	09/20/2022	Management	1	Yes	Elect Director John M. Holmes	For	For	For	For	Votes AGAINST Marc Walfish are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AAR Corp.	09/20/2022	Management	2	Yes	Elect Director Ellen M. Lord	For	For	For	For	Votes AGAINST Marc Walfish are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AAR Corp.	09/20/2022	Management	3	Yes	Elect Director Marc J. Walfish	For	For	Against	Against	Votes AGAINST Marc Walfish are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
AAR Corp.	09/20/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the annual incentive and annual equity grants are sufficiently performance-based, significant concerns are raised regarding the CEO's special award of cash and equity intended to compensate him for two years of forgone equity awards. The value of the special award significantly exceeds the value of the forgone compensation without a compelling explanation, and the equity portion of the award lacks performance conditions.
AAR Corp.	09/20/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Actinium Pharmaceuticals, Inc.	12/30/2022	Management	1	Yes	Elect Director Ajit S. Shetty	For	For	For	For	A vote FOR Ajit S. Shetty is warranted.
Actinium Pharmaceuticals, Inc.	12/30/2022	Management	2	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 27.29 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Actinium Pharmaceuticals, Inc.	12/30/2022	Management	3	Yes	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Actinium Pharmaceuticals, Inc.	12/30/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company uses above-median benchmarking for executive compensation; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; and * Equity awards to the CEO lack any performance-contingent pay elements.
Adtalem Global Education Inc.	11/09/2022	Management	1	Yes	Elect Director Stephen W. Beard	For	For	For	For	Votes AGAINST Governance Committee Chair Sharon O'Keefe are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	11/09/2022	Management	2	Yes	Elect Director William W. Burke	For	For	For	For	Votes AGAINST Governance Committee Chair Sharon O'Keefe are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	11/09/2022	Management	3	Yes	Elect Director Charles DeShazer	For	For	For	For	Votes AGAINST Governance Committee Chair Sharon O'Keefe are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	11/09/2022	Management	4	Yes	Elect Director Mayur Gupta	For	For	For	For	Votes AGAINST Governance Committee Chair Sharon O'Keefe are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	11/09/2022	Management	5	Yes	Elect Director Donna J. Hrinak	For	For	For	For	Votes AGAINST Governance Committee Chair Sharon O'Keefe are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	11/09/2022	Management	6	Yes	Elect Director Georgette Kiser	For	For	For	For	Votes AGAINST Governance Committee Chair Sharon O'Keefe are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

Dimensional Fund Advisors - Proxy Votes - July through December 2022 Compared to ISS and Public Fund Policy Recommendations										B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Adtalem Global Education Inc.	11/09/2022	Management	7	Yes	Elect Director Liam Krehbiel	For	For	For	For	Votes AGAINST Governance Committee Chair Sharon O'Keefe are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	11/09/2022	Management	8	Yes	Elect Director Michael W. Malafronte	For	For	For	For	Votes AGAINST Governance Committee Chair Sharon O'Keefe are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	11/09/2022	Management	9	Yes	Elect Director Sharon L. O'Keefe	For	For	Against	Against	Votes AGAINST Governance Committee Chair Sharon O'Keefe are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	11/09/2022	Management	10	Yes	Elect Director Kenneth J. Phelan	For	For	For	For	Votes AGAINST Governance Committee Chair Sharon O'Keefe are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	11/09/2022	Management	11	Yes	Elect Director Lisa W. Wardell	For	For	For	For	Votes AGAINST Governance Committee Chair Sharon O'Keefe are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Adtalem Global Education Inc.	11/09/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Adtalem Global Education Inc.	11/09/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Advanced Drainage Systems, Inc.	07/21/2022	Management	1	Yes	Elect Director Anesa T. Chaibi	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	2	Yes	Elect Director Robert M. Eversole	For	For	Against	Against	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	3	Yes	Elect Director Alexander R. Fischer	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	4	Yes	Elect Director Kelly S. Gast	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	5	Yes	Elect Director M.A. (Mark) Haney	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	6	Yes	Elect Director Ross M. Jones	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	7	Yes	Elect Director Manuel J. "Manny" Perez de la Mesa	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	8	Yes	Elect Director Anil Seetharam	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Advanced Drainage Systems, Inc.	07/21/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Advanced Drainage Systems, Inc.	07/21/2022	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Advanced Drainage Systems, Inc.	07/21/2022	Management	12	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
AeroVironment, Inc.	09/23/2022	Management	1	Yes	Elect Director Charles Thomas Burbage	For	For	For	For	A vote FOR all director nominees is warranted.
AeroVironment, Inc.	09/23/2022	Management	2	Yes	Elect Director Edward R. Muller	For	For	For	For	A vote FOR all director nominees is warranted.
AeroVironment, Inc.	09/23/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
AeroVironment, Inc.	09/23/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Agilysys, Inc.	08/26/2022	Management	1	Yes	Elect Director Donald Colvin	For	For	For	For	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilysys, Inc.	08/26/2022	Management	2	Yes	Elect Director Dana Jones	For	For	For	For	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Dimensional Fund Advisors - Proxy Votes - July through December 2022 Compared to ISS and Public Fund Policy Recommendations										B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Agilysys, Inc.	08/26/2022	Management	3	Yes	Elect Director Jerry Jones	For	For	For	For	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilysys, Inc.	08/26/2022	Management	4	Yes	Elect Director Michael A. Kaufman	For	For	For	For	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilysys, Inc.	08/26/2022	Management	5	Yes	Elect Director Melvin Keating	For	For	For	For	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilysys, Inc.	08/26/2022	Management	6	Yes	Elect Director John Mutch	For	For	Withhold	Withhold	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilysys, Inc.	08/26/2022	Management	7	Yes	Elect Director Ramesh Srinivasan	For	For	For	For	WITHHOLD votes for John Mutch are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Agilysys, Inc.	08/26/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Agilysys, Inc.	08/26/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Alkermes plc	07/07/2022	Management	1	Yes	Elect Director Emily Peterson Alva	For	For	For	For	A vote FOR all director nominees is warranted.
Alkermes plc	07/07/2022	Management	2	Yes	Elect Director Cato T. Laurencin	For	For	For	For	A vote FOR all director nominees is warranted.
Alkermes plc	07/07/2022	Management	3	Yes	Elect Director Brian P. McKeon	For	For	For	For	A vote FOR all director nominees is warranted.
Alkermes plc	07/07/2022	Management	4	Yes	Elect Director Christopher I. Wright	For	For	For	For	A vote FOR all director nominees is warranted.
Alkermes plc	07/07/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Alkermes plc	07/07/2022	Management	6	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Alkermes plc	07/07/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.92 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Alkermes plc	07/07/2022	Management	8	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within the recommended limits.
Alkermes plc	07/07/2022	Management	9	Yes	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within the recommended limits.
Alpha and Omega Semiconductor Limited	11/29/2022	Management	1	Yes	Elect Director Mike F. Chang	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/29/2022	Management	2	Yes	Elect Director Lucas S. Chang	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/29/2022	Management	3	Yes	Elect Director Stephen C. Chang	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/29/2022	Management	4	Yes	Elect Director Claudia Chen	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/29/2022	Management	5	Yes	Elect Director So-Yeon Jeong	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/29/2022	Management	6	Yes	Elect Director Hanqing (Helen) Li	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/29/2022	Management	7	Yes	Elect Director King Owyang	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/29/2022	Management	8	Yes	Elect Director Michael L. Pfeiffer	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/29/2022	Management	9	Yes	Elect Director Michael J. Salameh	For	For	For	For	A vote FOR the director nominees is warranted.
Alpha and Omega Semiconductor Limited	11/29/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.
Alpha and Omega Semiconductor Limited	11/29/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 16.48 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Alpha and Omega Semiconductor Limited	11/29/2022	Management	12	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
American Outdoor Brands, Inc.	09/22/2022	Management	1	Yes	Elect Director I. Marie Wadecki	For	For	For	For	A vote FOR all director nominees is warranted.

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American Outdoor Brands, Inc.	09/22/2022	Management	2	Yes	Elect Director Gregory J. Gluchowski, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.	
American Outdoor Brands, Inc.	09/22/2022	Management	3	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
American Outdoor Brands, Inc.	09/22/2022	Management	4	Yes	Eliminate Certain Supermajority Voting Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.	
American Outdoor Brands, Inc.	09/22/2022	Shareholder	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted because the declassification would enhance board accountability. Although the board is currently in the process of declassification over a three-year period and intends to continue such declassification upon shareholder approval of this proposal, a shareholder has emphasized that this proposal is intended to emphasize that the board should be declassified in a single election cycle.	
American Software, Inc.	08/17/2022	Management	1	Yes	Elect Director Lizanne Thomas	For	Against	Against	Against	Votes AGAINST non-independent nominee James Miller Jr. are warranted for lack of a majority independent board, for serving as a non-independent member of a key board committee, and due to the company's lack of a formal nominating committee. In the absence of a nominating committee and board chair, votes AGAINST James Miller Jr. and Lizanne Thomas are warranted for apparent lack of racial/ethnic diversity on the board, based on the company's disclosure.	
American Software, Inc.	08/17/2022	Management	2	Yes	Elect Director James B. Miller, Jr.	For	Against	Against	Against	Votes AGAINST non-independent nominee James Miller Jr. are warranted for lack of a majority independent board, for serving as a non-independent member of a key board committee, and due to the company's lack of a formal nominating committee. In the absence of a nominating committee and board chair, votes AGAINST James Miller Jr. and Lizanne Thomas are warranted for apparent lack of racial/ethnic diversity on the board, based on the company's disclosure.	
American Software, Inc.	08/17/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
American Software, Inc.	08/17/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
American Woodmark Corporation	08/18/2022	Management	1	Yes	Elect Director Latasha M. Akoma	For	For	For	For	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
American Woodmark Corporation	08/18/2022	Management	2	Yes	Elect Director Andrew B. Cogan	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
American Woodmark Corporation	08/18/2022	Management	3	Yes	Elect Director M. Scott Culbreth	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
American Woodmark Corporation	08/18/2022	Management	4	Yes	Elect Director James G. Davis, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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American Woodmark Corporation	08/18/2022	Management	5	Yes	Elect Director Martha M. Hayes	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
American Woodmark Corporation	08/18/2022	Management	6	Yes	Elect Director Daniel T. Hendrix	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
American Woodmark Corporation	08/18/2022	Management	7	Yes	Elect Director David A. Rodriguez	For	For	For	For	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
American Woodmark Corporation	08/18/2022	Management	8	Yes	Elect Director Vance W. Tang	For	For	Against	Against	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
American Woodmark Corporation	08/18/2022	Management	9	Yes	Elect Director Emily C. Videtto	For	For	For	For	Votes AGAINST non-independent nominees Vance Tang, Michael Scott Culbreth, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are warranted for lack of a majority independent board. Votes AGAINST Vance Tang, Andrew Cogan, James Davis Jr., Martha Hayes (Martha M. Dally) and Daniel Hendrix are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
American Woodmark Corporation	08/18/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.	
American Woodmark Corporation	08/18/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
AngioDynamics, Inc.	11/03/2022	Management	1	Yes	Elect Director Dennis S. Meteny	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Dennis Meteny are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Meteny are also warranted for serving as a non-independent member of a key board committee. In the absence of the nominating committee chair on ballot, WITHHOLD votes are warranted for nominating committee member Michael Tarnoff for apparent lack of racial or ethnic diversity on the board.	
AngioDynamics, Inc.	11/03/2022	Management	2	Yes	Elect Director Michael E. Tarnoff	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Dennis Meteny are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Meteny are also warranted for serving as a non-independent member of a key board committee. In the absence of the nominating committee chair on ballot, WITHHOLD votes are warranted for nominating committee member Michael Tarnoff for apparent lack of racial or ethnic diversity on the board.	
AngioDynamics, Inc.	11/03/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
AngioDynamics, Inc.	11/03/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
AngioDynamics, Inc.	11/03/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	

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AngioDynamics, Inc.	11/03/2022	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Anterix Inc.	08/10/2022	Management	1	Yes	Elect Director Morgan E. O'Brien	For	For	For	For	Votes AGAINST governance committee members Singleton McAllister, Leslie (Les) Daniels, and Mahvash Yazdi are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/10/2022	Management	2	Yes	Elect Director Robert H. Schwartz	For	For	For	For	Votes AGAINST governance committee members Singleton McAllister, Leslie (Les) Daniels, and Mahvash Yazdi are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/10/2022	Management	3	Yes	Elect Director Leslie B. Daniels	For	Against	Against	Against	Votes AGAINST governance committee members Singleton McAllister, Leslie (Les) Daniels, and Mahvash Yazdi are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/10/2022	Management	4	Yes	Elect Director Gregory A. Haller	For	For	For	For	Votes AGAINST governance committee members Singleton McAllister, Leslie (Les) Daniels, and Mahvash Yazdi are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/10/2022	Management	5	Yes	Elect Director Singleton B. McAllister	For	Against	Against	Against	Votes AGAINST governance committee members Singleton McAllister, Leslie (Les) Daniels, and Mahvash Yazdi are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/10/2022	Management	6	Yes	Elect Director Gregory A. Pratt	For	For	For	For	Votes AGAINST governance committee members Singleton McAllister, Leslie (Les) Daniels, and Mahvash Yazdi are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/10/2022	Management	7	Yes	Elect Director Paul Saleh	For	For	For	For	Votes AGAINST governance committee members Singleton McAllister, Leslie (Les) Daniels, and Mahvash Yazdi are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/10/2022	Management	8	Yes	Elect Director Mahvash Yazdi	For	Against	Against	Against	Votes AGAINST governance committee members Singleton McAllister, Leslie (Les) Daniels, and Mahvash Yazdi are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Anterix Inc.	08/10/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the company made some improvements to disclosure of certain metrics in the annual incentive program, there are significant concerns surrounding the LTI. Specifically, the LTI transitioned to entirely time-vesting awards in FY22, resulting in a compensation program for which the majority of pay is not linked to objective performance measures. Shareholders increasingly prefer that a majority of equity awards are performance-conditioned.
Anterix Inc.	08/10/2022	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Applied Industrial Technologies, Inc.	10/25/2022	Management	1	Yes	Elect Director Mary Dean Hall	For	For	For	For	A vote FOR all director nominees is warranted.
Applied Industrial Technologies, Inc.	10/25/2022	Management	2	Yes	Elect Director Dan P. Komnenovich	For	For	For	For	A vote FOR all director nominees is warranted.
Applied Industrial Technologies, Inc.	10/25/2022	Management	3	Yes	Elect Director Joe A. Raver	For	For	For	For	A vote FOR all director nominees is warranted.
Applied Industrial Technologies, Inc.	10/25/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.



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Applied Industrial Technologies, Inc.	10/25/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years. A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns with the company's past use of shares. In addition, there is substantial doubt about the company's ability to continue as a going concern.
Applied Therapeutics, Inc.	10/26/2022	Management	1	Yes	Increase Authorized Common Stock	For	For	For	For	
Applied Therapeutics, Inc.	10/26/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying proposal also warrants support.
Apyx Medical Corporation	08/11/2022	Management	1	Yes	Elect Director Andrew Makrides	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Makrides, Charles Goodwin, Lawrence Waldman and Michael Geraghty are warranted for lack of a majority independent board. Votes AGAINST Lawrence Waldman and Michael Geraghty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apyx Medical Corporation	08/11/2022	Management	2	Yes	Elect Director Charles D. Goodwin	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Makrides, Charles Goodwin, Lawrence Waldman and Michael Geraghty are warranted for lack of a majority independent board. Votes AGAINST Lawrence Waldman and Michael Geraghty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apyx Medical Corporation	08/11/2022	Management	3	Yes	Elect Director Michael Geraghty	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Makrides, Charles Goodwin, Lawrence Waldman and Michael Geraghty are warranted for lack of a majority independent board. Votes AGAINST Lawrence Waldman and Michael Geraghty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apyx Medical Corporation	08/11/2022	Management	4	Yes	Elect Director Lawrence J. Waldman	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Makrides, Charles Goodwin, Lawrence Waldman and Michael Geraghty are warranted for lack of a majority independent board. Votes AGAINST Lawrence Waldman and Michael Geraghty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apyx Medical Corporation	08/11/2022	Management	5	Yes	Elect Director John Andres	For	For	For	For	Votes AGAINST non-independent nominees Andrew Makrides, Charles Goodwin, Lawrence Waldman and Michael Geraghty are warranted for lack of a majority independent board. Votes AGAINST Lawrence Waldman and Michael Geraghty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apyx Medical Corporation	08/11/2022	Management	6	Yes	Elect Director Craig Swandal	For	For	For	For	Votes AGAINST non-independent nominees Andrew Makrides, Charles Goodwin, Lawrence Waldman and Michael Geraghty are warranted for lack of a majority independent board. Votes AGAINST Lawrence Waldman and Michael Geraghty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apyx Medical Corporation	08/11/2022	Management	7	Yes	Elect Director Minnie Baylor-Henry	For	For	For	For	Votes AGAINST non-independent nominees Andrew Makrides, Charles Goodwin, Lawrence Waldman and Michael Geraghty are warranted for lack of a majority independent board. Votes AGAINST Lawrence Waldman and Michael Geraghty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apyx Medical Corporation	08/11/2022	Management	8	Yes	Elect Director Wendy Levine	For	For	For	For	Votes AGAINST non-independent nominees Andrew Makrides, Charles Goodwin, Lawrence Waldman and Michael Geraghty are warranted for lack of a majority independent board. Votes AGAINST Lawrence Waldman and Michael Geraghty are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Apyx Medical Corporation	08/11/2022	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Apyx Medical Corporation	08/11/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains agreements that contain a modified single trigger change in control provision; * The company lacks long-term performance metrics with respect to the vesting of long-term awards; and * The company lacks all of the following risk-mitigating features: compensation clawback policy, stock ownership guidelines, and stock holding requirements.
Argo Group International Holdings, Ltd.	12/15/2022	Management	3	Yes	Elect Management Nominee Director Bernard C. Bailey	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.
Argo Group International Holdings, Ltd.	12/15/2022	Management	4	Yes	Elect Management Nominee Director Thomas A. Bradley	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.

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Argo Group International Holdings, Ltd.	12/15/2022	Management	5	Yes	Elect Management Nominee Director Dymphna A. Lehane	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	6	Yes	Elect Management Nominee Director Samuel G. Liss	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	7	Yes	Elect Management Nominee Director Carol A. McFate	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	8	Yes	Elect Management Nominee Director J. Daniel Plants	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	9	Yes	Elect Management Nominee Director Al-Noor Ramji	For	For	For	For	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.	
Argo Group International Holdings, Ltd.	12/15/2022	Shareholder	10	Yes	Elect Dissident Nominee Director Ronald D. Bobman	Against	Withhold	Withhold	Withhold	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.	
Argo Group International Holdings, Ltd.	12/15/2022	Shareholder	11	Yes	Elect Dissident Nominee Director David W. Michelson	Against	Withhold	Withhold	Withhold	The dissident has not made a compelling case for change. As such, votes FOR all seven management nominees are warranted.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time	
Argo Group International Holdings, Ltd.	12/15/2022	Management	13	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.	
Argo Group International Holdings, Ltd.	12/15/2022	Shareholder	17	Yes	Elect Dissident Nominee Director Ronald D. Bobman	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Argo Group International Holdings, Ltd.	12/15/2022	Shareholder	18	Yes	Elect Dissident Nominee Director David W. Michelson	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	20	Yes	Elect Management Nominee Director Thomas A. Bradley	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	21	Yes	Elect Management Nominee Director Dymphna A. Lehane	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	22	Yes	Elect Management Nominee Director Samuel G. Liss	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	23	Yes	Elect Management Nominee Director Carol A. McFate	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	24	Yes	Elect Management Nominee Director J. Daniel Plants	For	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	26	Yes	Elect Management Nominee Director Bernard C. Bailey	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	27	Yes	Elect Management Nominee Director Al-Noor Ramji	Against	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	28	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Argo Group International Holdings, Ltd.	12/15/2022	Management	29	Yes	Ratify KPMG LLP as Auditors	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	
Aviat Networks, Inc.	11/09/2022	Management	1	Yes	Elect Director John Mutch	For	For	For	For	Votes AGAINST James Stoffel are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Michele Klein are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.	
Aviat Networks, Inc.	11/09/2022	Management	2	Yes	Elect Director Bryan Ingram	For	For	For	For	Votes AGAINST James Stoffel are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Michele Klein are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.	
Aviat Networks, Inc.	11/09/2022	Management	3	Yes	Elect Director Michele Klein	For	For	Against	Against	Votes AGAINST James Stoffel are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Michele Klein are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.	
Aviat Networks, Inc.	11/09/2022	Management	4	Yes	Elect Director Peter A. Smith	For	For	For	For	Votes AGAINST James Stoffel are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Michele Klein are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.	
Aviat Networks, Inc.	11/09/2022	Management	5	Yes	Elect Director James C. Stoffel	For	For	Against	Against	Votes AGAINST James Stoffel are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Michele Klein are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.	



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Aviat Networks, Inc.	11/09/2022	Management	6	Yes	Elect Director Bruce Taten	For	For	For	For	Votes AGAINST James Stoffel are warranted for serving as a non-independent member of a key board committee. Votes AGAINST governance committee chair Michele Klein are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court. A vote FOR the remaining director nominees is warranted.	
Aviat Networks, Inc.	11/09/2022	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.	
Aviat Networks, Inc.	11/09/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Avnet, Inc.	11/17/2022	Management	1	Yes	Elect Director Rodney C. Adkins	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Avnet, Inc.	11/17/2022	Management	2	Yes	Elect Director Carlo Bozotti	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Avnet, Inc.	11/17/2022	Management	3	Yes	Elect Director Brenda L. Freeman	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Avnet, Inc.	11/17/2022	Management	4	Yes	Elect Director Philip R. Gallagher	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Avnet, Inc.	11/17/2022	Management	5	Yes	Elect Director Jo Ann Jenkins	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Avnet, Inc.	11/17/2022	Management	6	Yes	Elect Director Oleg Khaykin	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Avnet, Inc.	11/17/2022	Management	7	Yes	Elect Director James A. Lawrence	For	For	Against	Against	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Avnet, Inc.	11/17/2022	Management	8	Yes	Elect Director Ernest E. Maddock	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Avnet, Inc.	11/17/2022	Management	9	Yes	Elect Director Avid Modjtabai	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Avnet, Inc.	11/17/2022	Management	10	Yes	Elect Director Adalio T. Sanchez	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Avnet, Inc.	11/17/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Avnet, Inc.	11/17/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
AZZ Inc.	07/12/2022	Management	1	Yes	Elect Director Daniel E. Berce	For	For	Against	Against	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
AZZ Inc.	07/12/2022	Management	2	Yes	Elect Director Paul Eisman	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
AZZ Inc.	07/12/2022	Management	3	Yes	Elect Director Daniel R. Feehan	For	For	Against	Against	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
AZZ Inc.	07/12/2022	Management	4	Yes	Elect Director Thomas E. Ferguson	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
AZZ Inc.	07/12/2022	Management	5	Yes	Elect Director Clive A. Grannum	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
AZZ Inc.	07/12/2022	Management	6	Yes	Elect Director Carol R. Jackson	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
AZZ Inc.	07/12/2022	Management	7	Yes	Elect Director David M. Kaden	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
AZZ Inc.	07/12/2022	Management	8	Yes	Elect Director Venita McCellon-Allen	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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AZZ Inc.	07/12/2022	Management	9	Yes	Elect Director Ed McGough	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
AZZ Inc.	07/12/2022	Management	10	Yes	Elect Director Steven R. Purvis	For	For	For	For	Votes AGAINST Daniel Feehan and Daniel Berce are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
AZZ Inc.	07/12/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
AZZ Inc.	07/12/2022	Management	12	Yes	Approve Conversion of Securities	For	For	For	For	A vote FOR this proposal is warranted. Although the conversion would be dilutive, it is expected to reduce the company's financial leverage and provide it with greater financial flexibility.	
AZZ Inc.	07/12/2022	Management	13	Yes	Ratify Grant Thornton, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Ballantyne Strong, Inc.	12/06/2022	Management	1	Yes	Elect Director D. Kyle Cerminara	For	For	For	For	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Ballantyne Strong, Inc.	12/06/2022	Management	2	Yes	Elect Director William J. Gerber	For	For	For	For	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Ballantyne Strong, Inc.	12/06/2022	Management	3	Yes	Elect Director Charles T. Lanktree	For	For	For	For	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Ballantyne Strong, Inc.	12/06/2022	Management	4	Yes	Elect Director Michael C. Mitchell	For	For	For	For	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Ballantyne Strong, Inc.	12/06/2022	Management	5	Yes	Elect Director Robert J. Roschman	For	For	For	For	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Ballantyne Strong, Inc.	12/06/2022	Management	6	Yes	Elect Director Ndamukong Suh	For	For	For	For	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Ballantyne Strong, Inc.	12/06/2022	Management	7	Yes	Elect Director Larry G. Swets, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for Larry Swets Jr. are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Ballantyne Strong, Inc.	12/06/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Ballantyne Strong, Inc.	12/06/2022	Management	9	Yes	Ratify Haskell & White LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Ballantyne Strong, Inc.	12/06/2022	Management	10	Yes	Change State of Incorporation [Delaware to Nevada]	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The modest financial benefits resulting from the reincorporation are not considered to outweigh the potential negative effects.	
Barnes & Noble Education, Inc.	09/22/2022	Management	1	Yes	Elect Director Emily C. Chiu	For	For	For	For	A vote FOR all director nominees is warranted.	
Barnes & Noble Education, Inc.	09/22/2022	Management	2	Yes	Elect Director Mario R. Dell'Aera, Jr.	For	For	For	For	A vote FOR all director nominees is warranted.	
Barnes & Noble Education, Inc.	09/22/2022	Management	3	Yes	Elect Director Daniel A. DeMatteo	For	For	For	For	A vote FOR all director nominees is warranted.	
Barnes & Noble Education, Inc.	09/22/2022	Management	4	Yes	Elect Director Kathryn (Kate) Eberle Walker	For	For	For	For	A vote FOR all director nominees is warranted.	
Barnes & Noble Education, Inc.	09/22/2022	Management	5	Yes	Elect Director David G. Golden	For	For	For	For	A vote FOR all director nominees is warranted.	
Barnes & Noble Education, Inc.	09/22/2022	Management	6	Yes	Elect Director Michael P. Huseby	For	For	For	For	A vote FOR all director nominees is warranted.	
Barnes & Noble Education, Inc.	09/22/2022	Management	7	Yes	Elect Director John R. Ryan	For	For	For	For	A vote FOR all director nominees is warranted.	
Barnes & Noble Education, Inc.	09/22/2022	Management	8	Yes	Elect Director Rory Wallace	For	For	For	For	A vote FOR all director nominees is warranted.	
Barnes & Noble Education, Inc.	09/22/2022	Management	9	Yes	Elect Director Denise Warren	For	For	For	For	A vote FOR all director nominees is warranted.	
Barnes & Noble Education, Inc.	09/22/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Barnes & Noble Education, Inc.	09/22/2022	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
Barnes & Noble Education, Inc.	09/22/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Barnes & Noble Education, Inc.	09/22/2022	Management	13	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.	

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Bed Bath & Beyond Inc.	07/14/2022	Management	1	Yes	Elect Director Harriet Edelman	For	For	For	For	A vote FOR all director nominees is warranted.
Bed Bath & Beyond Inc.	07/14/2022	Management	2	No	Elect Director Mark J. Tritton *Withdrawn Resolution*					
Bed Bath & Beyond Inc.	07/14/2022	Management	3	Yes	Elect Director Marjorie Bowen	For	For	For	For	A vote FOR all director nominees is warranted.
Bed Bath & Beyond Inc.	07/14/2022	Management	4	Yes	Elect Director Sue E. Gove	For	For	For	For	A vote FOR all director nominees is warranted.
Bed Bath & Beyond Inc.	07/14/2022	Management	5	Yes	Elect Director Jeffrey A. Kirwan	For	For	For	For	A vote FOR all director nominees is warranted.
Bed Bath & Beyond Inc.	07/14/2022	Management	6	Yes	Elect Director Shelly Lombard	For	For	For	For	A vote FOR all director nominees is warranted.
Bed Bath & Beyond Inc.	07/14/2022	Management	7	Yes	Elect Director Benjamin Rosenzweig	For	For	For	For	A vote FOR all director nominees is warranted.
Bed Bath & Beyond Inc.	07/14/2022	Management	8	Yes	Elect Director Joshua E. Schechter	For	For	For	For	A vote FOR all director nominees is warranted.
Bed Bath & Beyond Inc.	07/14/2022	Management	9	Yes	Elect Director Minesh Shah	For	For	For	For	A vote FOR all director nominees is warranted.
Bed Bath & Beyond Inc.	07/14/2022	Management	10	Yes	Elect Director Andrea M. Weiss	For	For	For	For	A vote FOR all director nominees is warranted.
Bed Bath & Beyond Inc.	07/14/2022	Management	11	Yes	Elect Director Ann Yerger	For	For	For	For	A vote FOR all director nominees is warranted.
Bed Bath & Beyond Inc.	07/14/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bed Bath & Beyond Inc.	07/14/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
BGC Partners, Inc.	12/30/2022	Management	1	Yes	Elect Director Howard W. Lutnick	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent director nominee Howard Lutnick due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
BGC Partners, Inc.	12/30/2022	Management	2	Yes	Elect Director David P. Richards	For	For	For	For	WITHHOLD votes are warranted for non-independent director nominee Howard Lutnick due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
BGC Partners, Inc.	12/30/2022	Management	3	Yes	Elect Director Arthur U. Mbanefo	For	For	For	For	WITHHOLD votes are warranted for non-independent director nominee Howard Lutnick due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
BGC Partners, Inc.	12/30/2022	Management	4	Yes	Elect Director Linda A. Bell	For	For	For	For	WITHHOLD votes are warranted for non-independent director nominee Howard Lutnick due to the company's lack of a formal nominating committee. A vote FOR the remaining director nominees is warranted.
BGC Partners, Inc.	12/30/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
BGC Partners, Inc.	12/30/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's pay includes a relatively high salary and an excessive bonus opportunity, and the short-term incentive program includes limited disclosure on performance goals and actual performance. The CEO further received a grant of shares that appears fully-vested, relating to the monetization of previously granted units not included in the compensation tables. In addition, significant concerns are raised with respect to the complex equity structure of various partnership units and exchangeability programs. Moreover, the company maintains agreements that contain a single-trigger change in control and excise tax gross-up provisions. Lastly, equity awards allow for auto-accelerated vesting upon a change-in-control event and the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.
BGSF, Inc.	08/03/2022	Management	1	Yes	Elect Director Richard L. Baum, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Richard Baum Jr., Cynthia (Cynt) Marshall, and Paul Seid given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
BGSF, Inc.	08/03/2022	Management	2	Yes	Elect Director Paul A. Seid	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Richard Baum Jr., Cynthia (Cynt) Marshall, and Paul Seid given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
BGSF, Inc.	08/03/2022	Management	3	Yes	Elect Director Cynthia Marshall	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Richard Baum Jr., Cynthia (Cynt) Marshall, and Paul Seid given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
BGSF, Inc.	08/03/2022	Management	4	Yes	Ratify Whitley Penn LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
BGSF, Inc.	08/03/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Bioceres Crop Solutions Corp.	10/27/2022	Management	1	Yes	Accept Financial Statements and Statutory Reports	For	For	For	For	In the absence of any specific concerns regarding the company's financial statements, a vote FOR this resolution is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Bioceres Crop Solutions Corp.	10/27/2022	Management	2	Yes	Elect Director Federico Trucco	For	Withhold	Withhold	Withhold	WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Audit Committee members Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor. Votes FOR the remaining nominees are warranted.
Bioceres Crop Solutions Corp.	10/27/2022	Management	3	Yes	Elect Director Gloria Montaron Estrada	For	For	For	For	WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Audit Committee members Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor. Votes FOR the remaining nominees are warranted.
Bioceres Crop Solutions Corp.	10/27/2022	Management	4	Yes	Elect Director Enrique Lopez Lecube	For	For	For	For	WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Audit Committee members Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor. Votes FOR the remaining nominees are warranted.
Bioceres Crop Solutions Corp.	10/27/2022	Management	5	Yes	Elect Director Natalia Zang	For	Withhold	Withhold	Withhold	WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Audit Committee members Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor. Votes FOR the remaining nominees are warranted.
Bioceres Crop Solutions Corp.	10/27/2022	Management	6	Yes	Elect Director Ari Freisinger	For	Withhold	Withhold	Withhold	WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Audit Committee members Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor. Votes FOR the remaining nominees are warranted.
Bioceres Crop Solutions Corp.	10/27/2022	Management	7	Yes	Elect Director Maria Baccarelli	For	For	For	For	WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Audit Committee members Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor. Votes FOR the remaining nominees are warranted.
Bioceres Crop Solutions Corp.	10/27/2022	Management	8	Yes	Elect Director Keith McGovern	For	For	For	For	WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Audit Committee members Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor. Votes FOR the remaining nominees are warranted.
Bioceres Crop Solutions Corp.	10/27/2022	Management	9	Yes	Elect Director Yogesh Mago	For	For	For	For	WITHHOLD votes for Federico Trucco are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for Audit Committee members Ari Freisinger and Natalia Zang for the company's failure to disclose a breakdown of the fees paid to the company's auditor. Votes FOR the remaining nominees are warranted.
Bioceres Crop Solutions Corp.	10/27/2022	Management	10	Yes	Ratify Price Waterhouse & Co. S.R.L. as Auditors	For	Against	Against	Against	A vote AGAINST the ratification of the company's audit firm is warranted given that the audit fees are not disclosed. As such, it cannot be determined if the non-audit fees are excessive.
Biohaven Pharmaceutical Holding Company Ltd.	09/29/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The board's decision to forgo an auction process would generally be a cause for concern, since investors lack market-based evidence that the deal presented in fact represents the best available alternative. However, the cash consideration represents a 78.6 percent premium to the price of BHVN shares at announcement. The stock consideration in the spin-out entity allows shareholders continued participation in the upside potential of BHVN's non-CGRP pipeline and on-market products being sold to PFE through royalty payments. Further, there appears to be a downside risk of non-approval given the outperformance of BHVN shares since announcement. In light of these factors, support FOR the proposed transaction is warranted.
Biohaven Pharmaceutical Holding Company Ltd.	09/29/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although all outstanding equity will auto-accelerate, cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable.
Biohaven Pharmaceutical Holding Company Ltd.	09/29/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction merits support.
Boot Barn Holdings, Inc.	08/29/2022	Management	1	Yes	Elect Director Peter Starrett	For	For	Withhold	Withhold	WITHHOLD votes for Peter Starrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Boot Barn Holdings, Inc.	08/29/2022	Management	2	Yes	Elect Director Chris Bruzzo	For	For	For	For	WITHHOLD votes for Peter Starrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boot Barn Holdings, Inc.	08/29/2022	Management	3	Yes	Elect Director Eddie Burt	For	For	For	For	WITHHOLD votes for Peter Starrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boot Barn Holdings, Inc.	08/29/2022	Management	4	Yes	Elect Director James G. Conroy	For	For	For	For	WITHHOLD votes for Peter Starrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boot Barn Holdings, Inc.	08/29/2022	Management	5	Yes	Elect Director Lisa G. Laube	For	For	For	For	WITHHOLD votes for Peter Starrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boot Barn Holdings, Inc.	08/29/2022	Management	6	Yes	Elect Director Anne MacDonald	For	For	For	For	WITHHOLD votes for Peter Starrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boot Barn Holdings, Inc.	08/29/2022	Management	7	Yes	Elect Director Brenda I. Morris	For	For	For	For	WITHHOLD votes for Peter Starrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boot Barn Holdings, Inc.	08/29/2022	Management	8	Yes	Elect Director Brad Weston	For	For	For	For	WITHHOLD votes for Peter Starrett are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Boot Barn Holdings, Inc.	08/29/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Boot Barn Holdings, Inc.	08/29/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Boston Omaha Corporation	08/13/2022	Management	1	Yes	Elect Director Bradford B. Briner	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Vishnu Srinivasan because the board lacks gender diversity. WITTHOLD votes are warranted for Bradford Briner, Brendan Keating, Frank Kenan II, Jeffrey Royal, and Vishnu Srinivasan for failure to remove, or subject to a reasonable sunset provision, the problematic capital structure.
Boston Omaha Corporation	08/13/2022	Management	2	Yes	Elect Director Brendan J. Keating	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Vishnu Srinivasan because the board lacks gender diversity. WITTHOLD votes are warranted for Bradford Briner, Brendan Keating, Frank Kenan II, Jeffrey Royal, and Vishnu Srinivasan for failure to remove, or subject to a reasonable sunset provision, the problematic capital structure.
Boston Omaha Corporation	08/13/2022	Management	3	Yes	Elect Director Frank H. Kenan, II	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Vishnu Srinivasan because the board lacks gender diversity. WITTHOLD votes are warranted for Bradford Briner, Brendan Keating, Frank Kenan II, Jeffrey Royal, and Vishnu Srinivasan for failure to remove, or subject to a reasonable sunset provision, the problematic capital structure.
Boston Omaha Corporation	08/13/2022	Management	4	Yes	Elect Director Jeffrey C. Royal	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Vishnu Srinivasan because the board lacks gender diversity. WITTHOLD votes are warranted for Bradford Briner, Brendan Keating, Frank Kenan II, Jeffrey Royal, and Vishnu Srinivasan for failure to remove, or subject to a reasonable sunset provision, the problematic capital structure.
Boston Omaha Corporation	08/13/2022	Management	5	Yes	Elect Director Vishnu Srinivasan	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Vishnu Srinivasan because the board lacks gender diversity. WITTHOLD votes are warranted for Bradford Briner, Brendan Keating, Frank Kenan II, Jeffrey Royal, and Vishnu Srinivasan for failure to remove, or subject to a reasonable sunset provision, the problematic capital structure.
Boston Omaha Corporation	08/13/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Boston Omaha Corporation	08/13/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The co-CEOs' pay was high primarily due to outsized bonus payouts under the management incentive bonus plan. Although the payouts were based on an objective performance goal, the size of the bonuses is excessive, which is further exacerbated by the co-CEO structure, resulting in even higher pay for the CEO position.
Boston Omaha Corporation	08/13/2022	Management	8	Yes	Approve Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted as the plan contains an evergreen feature.
Box, Inc.	07/14/2022	Management	1	No	Elect Director Kim Hammonds "Withdrawn Resolution"					Votes AGAINST incumbent directors Bethany Mayer and Daniel (Dan) Levin are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.
Box, Inc.	07/14/2022	Management	2	Yes	Elect Director Dan Levin	For	Against	Against	Against	Votes AGAINST incumbent directors Bethany Mayer and Daniel (Dan) Levin are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.



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Box, Inc.	07/14/2022	Management	3	Yes	Elect Director Bethany Mayer	For	Against	Against	Against	Votes AGAINST incumbent directors Bethany Mayer and Daniel (Dan) Levin are warranted given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights.
Box, Inc.	07/14/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Box, Inc.	07/14/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Box, Inc.	07/14/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brigham Minerals, Inc.	12/28/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. The sales process was thorough, the strategic rationale appears sound, and the merger is expected to generate cost synergies. Further, shareholders are receiving a premium, the equity form of the merger consideration provides an opportunity for MNRL shareholders to participate in the potential upside that may result from the combination, and there appears to be a potential downside risk of non-approval.
Brigham Minerals, Inc.	12/28/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although equity awards are predominantly single trigger, recently granted equity requires a qualifying termination in order to vest. Further, NEOs are not eligible for severance payments, and retention payments values appear reasonable.
Brinker International, Inc.	11/17/2022	Management	1	Yes	Elect Director Joseph M. DePinto	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/17/2022	Management	2	Yes	Elect Director Frances L. Allen	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/17/2022	Management	3	Yes	Elect Director Cynthia L. Davis	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/17/2022	Management	4	Yes	Elect Director Harriet Edelman	For	For	Against	Against	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/17/2022	Management	5	Yes	Elect Director William T. Giles	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/17/2022	Management	6	Yes	Elect Director Kevin D. Hochman	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/17/2022	Management	7	Yes	Elect Director Ramona T. Hood	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/17/2022	Management	8	Yes	Elect Director James C. Katzman	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/17/2022	Management	9	Yes	Elect Director Prashant N. Ranade	For	For	For	For	Votes AGAINST Harriet Edelman are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Brinker International, Inc.	11/17/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brinker International, Inc.	11/17/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Brinker International, Inc.	11/17/2022	Management	12	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.
Brinker International, Inc.	11/17/2022	Shareholder	13	Yes	Report on Measures to End Use of Medically Important Antibiotics in Beef and Pork Supply Chains	Against	Against	For	For	A vote FOR this proposal is warranted as disclosure of the requested information would enable shareholders to better assess the company's management of risks related to the use of antibiotics in its supply chain.
Bristow Group Inc.	08/02/2022	Management	1	Yes	Elect Director Christopher S. Bradshaw	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Bristow Group Inc.	08/02/2022	Management	2	Yes	Elect Director Lorin L. Brass	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Bristow Group Inc.	08/02/2022	Management	3	Yes	Elect Director Wesley E. Kern	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Bristow Group Inc.	08/02/2022	Management	4	Yes	Elect Director Robert J. Manzo	For	Withhold	Withhold	Withhold		
Bristow Group Inc.	08/02/2022	Management	5	Yes	Elect Director G. Mark Mickelson	For	For	For	For		
Bristow Group Inc.	08/02/2022	Management	6	Yes	Elect Director Maryanne Miller	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Bristow Group Inc.	08/02/2022	Management	7	Yes	Elect Director Christopher Pucillo	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Bristow Group Inc.	08/02/2022	Management	8	Yes	Elect Director Brian D. Truelove	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Robert Manzo for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Bristow Group Inc.	08/02/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Bristow Group Inc.	08/02/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Bristow Group Inc.	08/02/2022	Management	11	Yes	Please Mark FOR if the Stock Owned of Record or Beneficially by You is Owned and Controlled ONLY by U.S. Citizens or Mark Against if Such Stock is Owned or Controlled by Any Person Who is NOT a U.S. Citizen	None	Refer	Refer	For	A REFER recommendation is warranted given that shareholders need to evaluate this item based on their circumstances.	
CACI International Inc	10/20/2022	Management	1	Yes	Elect Director Michael A. Daniels	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CACI International Inc	10/20/2022	Management	2	Yes	Elect Director Lisa S. Disbrow	For	For	For	For		
CACI International Inc	10/20/2022	Management	3	Yes	Elect Director Susan M. Gordon	For	For	For	For		
CACI International Inc	10/20/2022	Management	4	Yes	Elect Director William L. Jews	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CACI International Inc	10/20/2022	Management	5	Yes	Elect Director Gregory G. Johnson	For	For	Against	Against	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CACI International Inc	10/20/2022	Management	6	Yes	Elect Director Ryan D. McCarthy	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CACI International Inc	10/20/2022	Management	7	Yes	Elect Director John S. Mengucci	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CACI International Inc	10/20/2022	Management	8	Yes	Elect Director Philip O. Nolan	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CACI International Inc	10/20/2022	Management	9	Yes	Elect Director James L. Pavitt	For	For	Against	Against	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CACI International Inc	10/20/2022	Management	10	Yes	Elect Director Debora A. Plunkett	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CACI International Inc	10/20/2022	Management	11	Yes	Elect Director William S. Wallace	For	For	Against	Against	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
CACI International Inc	10/20/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
CACI International Inc	10/20/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.	

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Cal-Maine Foods, Inc.	09/30/2022	Management	1	Yes	Elect Director Adolphus B. Baker	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee. WITHOLD votes for compensation committee members Letitia Hughes, James Poole, Steve Sanders, and Camille Young are further warranted for problematic pay practices with regards to executive compensation.	
Cal-Maine Foods, Inc.	09/30/2022	Management	2	Yes	Elect Director Max P. Bowman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee. WITHOLD votes for compensation committee members Letitia Hughes, James Poole, Steve Sanders, and Camille Young are further warranted for problematic pay practices with regards to executive compensation.	
Cal-Maine Foods, Inc.	09/30/2022	Management	3	Yes	Elect Director Letitia C. Hughes	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee. WITHOLD votes for compensation committee members Letitia Hughes, James Poole, Steve Sanders, and Camille Young are further warranted for problematic pay practices with regards to executive compensation.	
Cal-Maine Foods, Inc.	09/30/2022	Management	4	Yes	Elect Director Sherman L. Miller	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee. WITHOLD votes for compensation committee members Letitia Hughes, James Poole, Steve Sanders, and Camille Young are further warranted for problematic pay practices with regards to executive compensation.	
Cal-Maine Foods, Inc.	09/30/2022	Management	5	Yes	Elect Director James E. Poole	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee. WITHOLD votes for compensation committee members Letitia Hughes, James Poole, Steve Sanders, and Camille Young are further warranted for problematic pay practices with regards to executive compensation.	
Cal-Maine Foods, Inc.	09/30/2022	Management	6	Yes	Elect Director Steve W. Sanders	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee. WITHOLD votes for compensation committee members Letitia Hughes, James Poole, Steve Sanders, and Camille Young are further warranted for problematic pay practices with regards to executive compensation.	
Cal-Maine Foods, Inc.	09/30/2022	Management	7	Yes	Elect Director Camille S. Young	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Adolphus Baker, Max Bowman, Letitia Hughes, Sherman Miller, James Poole and Steve Sanders are warranted for lack of a majority independent board. WITHHOLD votes for Adolphus Baker, Letitia Hughes, James Poole and Steve Sanders are also warranted for serving as non-independent members of a key board committee. WITHOLD votes for compensation committee members Letitia Hughes, James Poole, Steve Sanders, and Camille Young are further warranted for problematic pay practices with regards to executive compensation.	
Cal-Maine Foods, Inc.	09/30/2022	Management	8	Yes	Ratify Frost, PLLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
CalAmp Corp.	07/26/2022	Management	1	Yes	Elect Director Scott Arnold	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	



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CalAmp Corp.	07/26/2022	Management	2	Yes	Elect Director Jason Cohenour	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
CalAmp Corp.	07/26/2022	Management	3	Yes	Elect Director Wesley Cummins	For	Against	Against	Against	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
CalAmp Corp.	07/26/2022	Management	4	Yes	Elect Director Jeffery Gardner	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
CalAmp Corp.	07/26/2022	Management	5	Yes	Elect Director Henry J. Maier	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
CalAmp Corp.	07/26/2022	Management	6	Yes	Elect Director Roxanne Oulman	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
CalAmp Corp.	07/26/2022	Management	7	Yes	Elect Director Jorge Titingier	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
CalAmp Corp.	07/26/2022	Management	8	Yes	Elect Director Kirsten Wolberg	For	For	For	For	A vote AGAINST Wesley (Wes) Cummins is warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
CalAmp Corp.	07/26/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
CalAmp Corp.	07/26/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	
CalAmp Corp.	07/26/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.	
Cantaloupe, Inc.	11/30/2022	Management	1	Yes	Elect Director Lisa P. Baird	For	For	For	For	Votes AGAINST Douglas Bergeron are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Cantaloupe, Inc.	11/30/2022	Management	2	Yes	Elect Director Douglas G. Bergeron	For	For	Against	Against	Votes AGAINST Douglas Bergeron are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Cantaloupe, Inc.	11/30/2022	Management	3	Yes	Elect Director Ian Harris	For	For	For	For	Votes AGAINST Douglas Bergeron are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Cantaloupe, Inc.	11/30/2022	Management	4	Yes	Elect Director Jacob Lamm	For	For	For	For	Votes AGAINST Douglas Bergeron are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Cantaloupe, Inc.	11/30/2022	Management	5	Yes	Elect Director Michael K. Passilla	For	For	For	For	Votes AGAINST Douglas Bergeron are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Cantaloupe, Inc.	11/30/2022	Management	6	Yes	Elect Director Ellen Richey	For	For	For	For	Votes AGAINST Douglas Bergeron are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Cantaloupe, Inc.	11/30/2022	Management	7	Yes	Elect Director Anne M. Smalling	For	For	For	For	Votes AGAINST Douglas Bergeron are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Cantaloupe, Inc.	11/30/2022	Management	8	Yes	Elect Director Ravi Venkatesan	For	For	For	For	Votes AGAINST Douglas Bergeron are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Cantaloupe, Inc.	11/30/2022	Management	9	Yes	Elect Director Shannon S. Warren	For	For	For	For	Votes AGAINST Douglas Bergeron are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Cantaloupe, Inc.	11/30/2022	Management	10	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Cantaloupe, Inc.	11/30/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Cantaloupe, Inc.	11/30/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Capri Holdings Limited	08/03/2022	Management	1	Yes	Elect Director Judy Gibbons	For	For	For	For	A vote FOR the director nominees is warranted.	
Capri Holdings Limited	08/03/2022	Management	2	Yes	Elect Director Jane Thompson	For	For	For	For	A vote FOR the director nominees is warranted.	
Capri Holdings Limited	08/03/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	

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Capri Holdings Limited	08/03/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given that that company provided the CEO a large amount of automobile-related and life insurance-related perquisites. Concerns are also raised with respect to the lack of long-term performance metrics for the CEO's awards in the most recent fiscal year.
Capri Holdings Limited	08/03/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Cardiovascular Systems, Inc.	11/08/2022	Management	1	Yes	Elect Director Scott R. Ward	For	For	For	For	A vote FOR all nominees is warranted.
Cardiovascular Systems, Inc.	11/08/2022	Management	2	Yes	Elect Director Kelvin Womack	For	For	For	For	A vote FOR all nominees is warranted.
Cardiovascular Systems, Inc.	11/08/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cardiovascular Systems, Inc.	11/08/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Casey's General Stores, Inc.	08/30/2022	Management	1	Yes	Elect Director H. Lynn Horak	For	For	Against	Against	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	2	Yes	Elect Director Diane C. Bridgewater	For	For	Against	Against	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	3	Yes	Elect Director Sri Donthi	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	4	Yes	Elect Director Donald E. Frieson	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	5	Yes	Elect Director Cara K. Heiden	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	6	Yes	Elect Director David K. Lenhardt	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	7	Yes	Elect Director Darren M. Rebelez	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	8	Yes	Elect Director Larree M. Renda	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	9	Yes	Elect Director Judy A. Schmeling	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	10	Yes	Elect Director Gregory A. Trojan	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	11	Yes	Elect Director Allison M. Wing	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Casey's General Stores, Inc.	08/30/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Catalyst Pharmaceuticals, Inc.	09/19/2022	Management	1	Yes	Elect Director Patrick J. McEnany	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick McEnany, Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Philip (Phil) Coelho is warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Catalyst Pharmaceuticals, Inc.	09/19/2022	Management	2	Yes	Elect Director Philip H. Coelho	For	Against	Against	Against	Votes AGAINST non-independent nominees Patrick McEnany, Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O'Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Philip (Phil) Coelho is warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

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Catalyst Pharmaceuticals, Inc.	09/19/2022	Management	3	Yes	Elect Director Charles B. O’Keeffe	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick McEnany, Charles O’Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O’Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Philip (Phil) Coelho is warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Catalyst Pharmaceuticals, Inc.	09/19/2022	Management	4	Yes	Elect Director David S. Tierney	For	For	Against	Against	Votes AGAINST non-independent nominees Patrick McEnany, Charles O’Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O’Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Philip (Phil) Coelho is warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Catalyst Pharmaceuticals, Inc.	09/19/2022	Management	5	Yes	Elect Director Donald A. Denkhous	For	For	For	For	Votes AGAINST non-independent nominees Patrick McEnany, Charles O’Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O’Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Philip (Phil) Coelho is warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Catalyst Pharmaceuticals, Inc.	09/19/2022	Management	6	Yes	Elect Director Richard J. Daly	For	For	For	For	Votes AGAINST non-independent nominees Patrick McEnany, Charles O’Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O’Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Philip (Phil) Coelho is warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Catalyst Pharmaceuticals, Inc.	09/19/2022	Management	7	Yes	Elect Director Molly Harper	For	For	For	For	Votes AGAINST non-independent nominees Patrick McEnany, Charles O’Keeffe, Philip (Phil) Coelho and David Tierney are warranted for lack of a majority independent board. Votes AGAINST Charles O’Keeffe, Philip (Phil) Coelho and David Tierney are also warranted for serving as non-independent members of a key board committee. A vote AGAINST nominating committee chair Philip (Phil) Coelho is warranted for lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Catalyst Pharmaceuticals, Inc.	09/19/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards to the CEO lack any performance-contingent pay elements; * The company targets all components of executive compensation above the median of its peer group; and * The company does not employ several risk-mitigating measures in its executive compensation programs.	
Catalyst Pharmaceuticals, Inc.	09/19/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Catalyst Pharmaceuticals, Inc.	09/19/2022	Management	10	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.	
Cavco Industries, Inc.	08/02/2022	Management	1	Yes	Elect Director David A. Greenblatt	For	For	Against	Against	Votes AGAINST David Greenblatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cavco Industries, Inc.	08/02/2022	Management	2	Yes	Elect Director Richard A. Kerley	For	For	For	For	Votes AGAINST David Greenblatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cavco Industries, Inc.	08/02/2022	Management	3	Yes	Elect Director Julia W. Sze	For	For	For	For	Votes AGAINST David Greenblatt are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Cavco Industries, Inc.	08/02/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Cavco Industries, Inc.	08/02/2022	Management	5	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Centennial Resource Development, Inc.	08/29/2022	Management	1	Yes	Issue Shares in Connection with Business Combination Agreement	For	For	For	For	In light of the compelling strategic rationale, as well as the apparent support of a large shareholder for the deal, a vote FOR the proposed share issuance is warranted.	
Centennial Resource Development, Inc.	08/29/2022	Management	2	Yes	Increase Authorized Common Stock	For	For	For	For	Although the size of the proposed increase in the number of authorized common shares is considered excessive, approval of this proposal is in connection with the merger consideration. As such, a vote FOR this proposal is warranted at this time.	

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Centennial Resource Development, Inc.	08/29/2022	Management	3	Yes	Eliminate Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted as removal of the ability to act by written consent when the company has a controlling shareholder is in the best interests of minority shareholders.
Centennial Resource Development, Inc.	08/29/2022	Management	4	Yes	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
Centennial Resource Development, Inc.	08/29/2022	Management	5	Yes	Approve Proposed Charter	For	For	For	For	A vote FOR this proposal is warranted since the underlying transaction warrants support.
Centennial Resource Development, Inc.	08/29/2022	Management	6	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable. In addition, outstanding equity held by executives will only vest upon a qualifying termination.
Centennial Resource Development, Inc.	08/29/2022	Management	7	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction (Item 1) merits support.
Champions Oncology, Inc.	10/20/2022	Management	1	Yes	Elect Director Ronnie Morris	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky, Philip Breitfeld, and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Champions Oncology, Inc.	10/20/2022	Management	2	Yes	Elect Director Joel Ackerman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky, Philip Breitfeld, and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Champions Oncology, Inc.	10/20/2022	Management	3	Yes	Elect Director David Sidransky	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky, Philip Breitfeld, and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Champions Oncology, Inc.	10/20/2022	Management	4	Yes	Elect Director Daniel N. Mendelson	For	For	For	For	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky, Philip Breitfeld, and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Champions Oncology, Inc.	10/20/2022	Management	5	Yes	Elect Director Scott R. Tobin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky, Philip Breitfeld, and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
Champions Oncology, Inc.	10/20/2022	Management	6	Yes	Elect Director Philip Breitfeld	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky, Philip Breitfeld, and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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Champions Oncology, Inc.	10/20/2022	Management	7	Yes	Elect Director Robert Brainin	For	For	For	For	WITHHOLD votes for non-independent nominees Joel Ackerman, Ronnie Morris, David Sidransky, Philip Breitfeld, and Scott Tobin are warranted for lack of a majority independent board. WITHHOLD votes for Joel Ackerman and Scott Tobin are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for David Sidransky are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
Champions Oncology, Inc.	10/20/2022	Management	8	Yes	Ratify EisnerAmper LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Champions Oncology, Inc.	10/20/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The company lacks certain risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; and * The company does not disclose any pre-set metrics and goals for the CEO's bonus and the CFO's bonus and equity award.	
ChannelAdvisor Corporation	11/11/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Shareholders are receiving a meaningful premium to the recent trading range, the sales process was thorough, the valuation appears fair, there is a potential downside risk of non-approval, and the cash consideration provides shareholders liquidity and certainty of value. As such, support FOR the proposed transaction is warranted.	
ChannelAdvisor Corporation	11/11/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double-trigger and reasonably based and no excise tax gross-ups are payable. Although a portion of the NEOs' unvested PSUs will be deemed earned above target and the company does not provide a compelling rationale for this determination, all unvested equity will be converted to cash awards that remain subject to vesting and double-trigger acceleration provisions.	
ChannelAdvisor Corporation	11/11/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.	
ChemoCentryx, Inc.	10/18/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The sales process appears thorough, and there is a potential downside risk of non-approval. Moreover, the offer is more than double the unaffected closing price and implies a premium of nearly 30 percent to the trailing one-year high. In light of these considerations, and the cash consideration, which provides shareholders liquidity and certainty of value, support FOR the proposed transaction is warranted.	
ChemoCentryx, Inc.	10/18/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although unvested equity awards are subject to single-trigger vesting, cash severance is double trigger and reasonably based, and no excise tax gross-ups are payable.	
ChemoCentryx, Inc.	10/18/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.	
Chuy's Holdings, Inc.	07/28/2022	Management	1	Yes	Elect Director Saed Mohseni	For	For	For	For	WITHHOLD votes for Ira Zecher are warranted for serving as a non-independent member of a key board committee. A vote FOR Saed Mohseni is warranted.	
Chuy's Holdings, Inc.	07/28/2022	Management	2	Yes	Elect Director Ira Zecher	For	For	Withhold	Withhold	WITHHOLD votes for Ira Zecher are warranted for serving as a non-independent member of a key board committee. A vote FOR Saed Mohseni is warranted.	
Chuy's Holdings, Inc.	07/28/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Chuy's Holdings, Inc.	07/28/2022	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Cimpress plc	11/16/2022	Management	1	Yes	Elect Director Robert S. Keane	For	For	For	For	A vote AGAINST Nominating Committee member Scott Vassalluzzo is warranted for the apparent lack of racial/ethnic diversity on the board.	
Cimpress plc	11/16/2022	Management	2	Yes	Elect Director Scott J. Vassalluzzo	For	Against	Against	Against	A vote AGAINST Nominating Committee member Scott Vassalluzzo is warranted for the apparent lack of racial/ethnic diversity on the board.	
Cimpress plc	11/16/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company paid an excessive tax gross-up for the CEO's financial/tax advisory services; * The company continues to use above-median benchmarking for CEO total pay; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	
Cimpress plc	11/16/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to the following key factors: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.35 percent is excessive. * The equity granted to the named executives in the last fiscal year exceeds 15 percent of total awards.	
Cimpress plc	11/16/2022	Management	5	Yes	Ratify PricewaterhouseCoopers Ireland as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	

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Cimpress plc	11/16/2022	Management	6	Yes	Authorize Board to Fix Remuneration of Auditors	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns have been identified.
CIRCOR International, Inc.	10/04/2022	Management	1	Yes	Elect Director Samuel R. Chapin	For	For	For	For	A vote AGAINST nominating committee chair Tina Donikowski is warranted for lack of racial/ethnic diversity on the board. A vote AGAINST governance committee chair Tina Donikowski is also warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
CIRCOR International, Inc.	10/04/2022	Management	2	Yes	Elect Director Tina M. Donikowski	For	Against	Against	Against	A vote AGAINST nominating committee chair Tina Donikowski is warranted for lack of racial/ethnic diversity on the board. A vote AGAINST governance committee chair Tina Donikowski is also warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
CIRCOR International, Inc.	10/04/2022	Management	3	Yes	Elect Director Bruce Lisman	For	For	For	For	A vote AGAINST nominating committee chair Tina Donikowski is warranted for lack of racial/ethnic diversity on the board. A vote AGAINST governance committee chair Tina Donikowski is also warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
CIRCOR International, Inc.	10/04/2022	Management	4	Yes	Elect Director Helmuth Ludwig	For	For	For	For	A vote AGAINST nominating committee chair Tina Donikowski is warranted for lack of racial/ethnic diversity on the board. A vote AGAINST governance committee chair Tina Donikowski is also warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
CIRCOR International, Inc.	10/04/2022	Management	5	Yes	Elect Director John (Andy) O'Donnell	For	For	For	For	A vote AGAINST nominating committee chair Tina Donikowski is warranted for lack of racial/ethnic diversity on the board. A vote AGAINST governance committee chair Tina Donikowski is also warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
CIRCOR International, Inc.	10/04/2022	Management	6	Yes	Elect Director Jill D. Smith	For	For	For	For	A vote AGAINST nominating committee chair Tina Donikowski is warranted for lack of racial/ethnic diversity on the board. A vote AGAINST governance committee chair Tina Donikowski is also warranted due to the board's unilateral adoption of exclusive forum bylaw provisions. A vote FOR the remaining director nominees is warranted.
CIRCOR International, Inc.	10/04/2022	Management	7	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CIRCOR International, Inc.	10/04/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.
Cirrus Logic, Inc.	07/29/2022	Management	1	Yes	Elect Director John C. Carter	For	For	Withhold	Withhold	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	2	Yes	Elect Director Alexander M. Davern	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	3	Yes	Elect Director Timothy R. Dehne	For	For	Withhold	Withhold	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	4	Yes	Elect Director John M. Forsyth	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	5	Yes	Elect Director Deirdre R. Hanford	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	6	Yes	Elect Director Raghieb Hussain	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	7	Yes	Elect Director Catherine P. Lego	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	8	Yes	Elect Director David J. Tupman	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



Dimensional Fund Advisors - Proxy Votes - July through December 2022 Compared to ISS and Public Fund Policy Recommendations										B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Cirrus Logic, Inc.	07/29/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cirrus Logic, Inc.	07/29/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as the company's potential Voting Power Dilution (VPD) for all incentive plans of 12.78 percent is reasonable.
Coda Octopus Group, Inc.	09/22/2022	Management	1	Yes	Elect Director Annmarie Gayle	For	For	For	For	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	09/22/2022	Management	2	Yes	Elect Director Michael Hamilton	For	For	Withhold	Withhold	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	09/22/2022	Management	3	Yes	Elect Director G. Tyler Runnels	For	For	For	For	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	09/22/2022	Management	4	Yes	Elect Director Mary Losty	For	For	For	For	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	09/22/2022	Management	5	Yes	Elect Director Joseph Charles Plumb	For	For	For	For	WITHHOLD votes for Michael Hamilton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Coda Octopus Group, Inc.	09/22/2022	Management	6	Yes	Ratify Frazier & Deeter, LLC as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Coda Octopus Group, Inc.	09/22/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Coherent Corp.	11/16/2022	Management	1	Yes	Elect Director Enrico Digirolamo	For	For	For	For	A vote FOR all director nominees is warranted.
Coherent Corp.	11/16/2022	Management	2	Yes	Elect Director David L. Motley	For	For	For	For	A vote FOR all director nominees is warranted.
Coherent Corp.	11/16/2022	Management	3	Yes	Elect Director Shaker Sadasivam	For	For	For	For	A vote FOR all director nominees is warranted.
Coherent Corp.	11/16/2022	Management	4	Yes	Elect Director Lisa Neal-Graves	For	For	For	For	A vote FOR all director nominees is warranted.
Coherent Corp.	11/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Coherent Corp.	11/16/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Columbus McKinnon Corporation	07/18/2022	Management	1	Yes	Elect Director Richard H. Fleming	For	For	For	For	Votes AGAINST Liam McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/18/2022	Management	2	Yes	Elect Director David J. Wilson	For	For	For	For	Votes AGAINST Liam McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/18/2022	Management	3	Yes	Elect Director Liam G. McCarthy	For	For	Against	Against	Votes AGAINST Liam McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/18/2022	Management	4	Yes	Elect Director Heath A. Mitts	For	For	For	For	Votes AGAINST Liam McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/18/2022	Management	5	Yes	Elect Director Kathryn V. Roedel	For	For	For	For	Votes AGAINST Liam McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/18/2022	Management	6	Yes	Elect Director Aziz S. Aghili	For	For	For	For	Votes AGAINST Liam McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/18/2022	Management	7	Yes	Elect Director Jeanne Beliveau-Dunn	For	For	For	For	Votes AGAINST Liam McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/18/2022	Management	8	Yes	Elect Director Michael Dastoor	For	For	For	For	Votes AGAINST Liam McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/18/2022	Management	9	Yes	Elect Director Chad R. Abraham	For	For	For	For	Votes AGAINST Liam McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/18/2022	Management	10	Yes	Elect Director Gerald G. Colella	For	For	For	For	Votes AGAINST Liam McCarthy are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Columbus McKinnon Corporation	07/18/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Columbus McKinnon Corporation	07/18/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

Dimensional Fund Advisors - Proxy Votes - July through December 2022 Compared to ISS and Public Fund Policy Recommendations										B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Columbus McKinnon Corporation	10/17/2022	Management	1	Yes	Amend Certificate of Incorporation to Remove Requirement for Board Size	For	For	For	For	A vote FOR this proposal is warranted. Removing the current upper limit of nine directors will give the board flexibility to appoint directors with relevant skills and experiences as they become available or as the board's needs change without having to convene a shareholder meeting or wait for an incumbent director to step down.
Columbus McKinnon Corporation	10/17/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted as the underlying proposal merits support.
Commvault Systems, Inc.	08/24/2022	Management	1	Yes	Elect Director Nicholas Adamo	For	For	For	For	Votes AGAINST Keith Geeslin and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/24/2022	Management	2	Yes	Elect Director Martha H. Bejar	For	For	For	For	Votes AGAINST Keith Geeslin and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/24/2022	Management	3	Yes	Elect Director David F. Walker	For	For	Against	Against	Votes AGAINST Keith Geeslin and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/24/2022	Management	4	Yes	Elect Director Keith Geeslin	For	For	Against	Against	Votes AGAINST Keith Geeslin and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/24/2022	Management	5	Yes	Elect Director Vivie "YY" Lee	For	For	For	For	Votes AGAINST Keith Geeslin and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/24/2022	Management	6	Yes	Elect Director Sanjay Mirchandani	For	For	For	For	Votes AGAINST Keith Geeslin and David Walker are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Commvault Systems, Inc.	08/24/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Commvault Systems, Inc.	08/24/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * The non-auditing consulting fees represent more than 25 percent of total fees paid; and * The auditor's tenure at the company exceeds seven years.
Commvault Systems, Inc.	08/24/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's three-year average burn rate is excessive.
Computer Task Group, Incorporated	09/20/2022	Management	1	Yes	Elect Director David H. Klein	For	For	For	For	A vote FOR all director nominees is warranted.
Computer Task Group, Incorporated	09/20/2022	Management	2	Yes	Elect Director Valerie Rahmani	For	For	For	For	A vote FOR all director nominees is warranted.
Computer Task Group, Incorporated	09/20/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant issues were identified at this time.
Computer Task Group, Incorporated	09/20/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Comtech Telecommunications Corp.	12/15/2022	Management	1	Yes	Elect Director Ken Peterman	For	For	For	For	A vote FOR the director nominees is warranted.
Comtech Telecommunications Corp.	12/15/2022	Management	2	Yes	Elect Director Wendi B. Carpenter	For	For	For	For	A vote FOR the director nominees is warranted.
Comtech Telecommunications Corp.	12/15/2022	Management	3	Yes	Elect Director Mark Quinlan	For	For	For	For	A vote FOR the director nominees is warranted.
Comtech Telecommunications Corp.	12/15/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The payment of severance to former CEO Kornberg, whose separation is unclear whether it is involuntary, and the payment of severance and equity award vesting acceleration upon former CEO Porcelain's voluntary resignation, is problematic. Severance is appropriate only for involuntary or constructive job loss. Investors expect clear and forthright disclosure around the nature of an executive's termination and how the board determined to pay severance.
Comtech Telecommunications Corp.	12/15/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Comtech Telecommunications Corp.	12/15/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for company loans to officers for the exercise of awards.
Comtech Telecommunications Corp.	12/15/2022	Management	7	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.



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

B.1.a

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Consumer Portfolio Services, Inc.	08/25/2022	Management	1	Yes	Elect Director Charles E. Bradley, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent director nominees Charles Bradley Jr., Louis Grasso, Brian Rayhill, William Roberts, William Grounds, Gregory (Greg) Washer, and Daniel Wood due to the company's poor responsiveness to low say-on-pay votes in consecutive years. WITHHOLD votes for Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for nominating committee chair Gregory (Greg) Washer for lack of gender diversity and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	08/25/2022	Management	2	Yes	Elect Director Stephen H. Deckoff	For	For	For	For	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent director nominees Charles Bradley Jr., Louis Grasso, Brian Rayhill, William Roberts, William Grounds, Gregory (Greg) Washer, and Daniel Wood due to the company's poor responsiveness to low say-on-pay votes in consecutive years. WITHHOLD votes for Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for nominating committee chair Gregory (Greg) Washer for lack of gender diversity and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	08/25/2022	Management	3	Yes	Elect Director Louis M. Grasso	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent director nominees Charles Bradley Jr., Louis Grasso, Brian Rayhill, William Roberts, William Grounds, Gregory (Greg) Washer, and Daniel Wood due to the company's poor responsiveness to low say-on-pay votes in consecutive years. WITHHOLD votes for Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for nominating committee chair Gregory (Greg) Washer for lack of gender diversity and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	08/25/2022	Management	4	Yes	Elect Director William W. Grounds	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent director nominees Charles Bradley Jr., Louis Grasso, Brian Rayhill, William Roberts, William Grounds, Gregory (Greg) Washer, and Daniel Wood due to the company's poor responsiveness to low say-on-pay votes in consecutive years. WITHHOLD votes for Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for nominating committee chair Gregory (Greg) Washer for lack of gender diversity and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	08/25/2022	Management	5	Yes	Elect Director Brian J. Rayhill	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent director nominees Charles Bradley Jr., Louis Grasso, Brian Rayhill, William Roberts, William Grounds, Gregory (Greg) Washer, and Daniel Wood due to the company's poor responsiveness to low say-on-pay votes in consecutive years. WITHHOLD votes for Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for nominating committee chair Gregory (Greg) Washer for lack of gender diversity and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.

Dimensional Fund Advisors - Proxy Votes - July through December 2022 Compared to ISS and Public Fund Policy Recommendations

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Consumer Portfolio Services, Inc.	08/25/2022	Management	6	Yes	Elect Director William B. Roberts	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent director nominees Charles Bradley Jr., Louis Grasso, Brian Rayhill, William Roberts, William Grounds, Gregory (Greg) Washer, and Daniel Wood due to the company's poor responsiveness to low say-on-pay votes in consecutive years. WITHHOLD votes for Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for nominating committee chair Gregory (Greg) Washer for lack of gender diversity and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	08/25/2022	Management	7	Yes	Elect Director James E. Walker, III	For	For	For	For	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent director nominees Charles Bradley Jr., Louis Grasso, Brian Rayhill, William Roberts, William Grounds, Gregory (Greg) Washer, and Daniel Wood due to the company's poor responsiveness to low say-on-pay votes in consecutive years. WITHHOLD votes for Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for nominating committee chair Gregory (Greg) Washer for lack of gender diversity and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	08/25/2022	Management	8	Yes	Elect Director Gregory S. Washer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent director nominees Charles Bradley Jr., Louis Grasso, Brian Rayhill, William Roberts, William Grounds, Gregory (Greg) Washer, and Daniel Wood due to the company's poor responsiveness to low say-on-pay votes in consecutive years. WITHHOLD votes for Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for nominating committee chair Gregory (Greg) Washer for lack of gender diversity and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	08/25/2022	Management	9	Yes	Elect Director Daniel S. Wood	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Charles Bradley Jr., Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are warranted for lack of a majority independent board. WITHHOLD votes are warranted for incumbent director nominees Charles Bradley Jr., Louis Grasso, Brian Rayhill, William Roberts, William Grounds, Gregory (Greg) Washer, and Daniel Wood due to the company's poor responsiveness to low say-on-pay votes in consecutive years. WITHHOLD votes for Brian Rayhill, William Roberts, Gregory (Greg) Washer and Daniel Wood are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for nominating committee chair Gregory (Greg) Washer for lack of gender diversity and racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Consumer Portfolio Services, Inc.	08/25/2022	Management	10	Yes	Ratify Crowe LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Consumer Portfolio Services, Inc.	08/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event, the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and equity awards to the CEO lack any performance-contingent pay elements.
Consumer Portfolio Services, Inc.	08/25/2022	Management	12	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.

Dimensional Fund Advisors - Proxy Votes - July through December 2022 Compared to ISS and Public Fund Policy Recommendations											B.1.a
Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
CorVel Corporation	08/04/2022	Management	1	Yes	Elect Director V. Gordon Clemons	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are warranted for lack of a majority independent board. WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee members Steven (Steve) Hamerslag and Jeffrey Michael are further warranted for lack of racial/ethnic diversity on the board.	
CorVel Corporation	08/04/2022	Management	2	Yes	Elect Director Steven J. Hamerslag	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are warranted for lack of a majority independent board. WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee members Steven (Steve) Hamerslag and Jeffrey Michael are further warranted for lack of racial/ethnic diversity on the board.	
CorVel Corporation	08/04/2022	Management	3	Yes	Elect Director Alan R. Hoops	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are warranted for lack of a majority independent board. WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee members Steven (Steve) Hamerslag and Jeffrey Michael are further warranted for lack of racial/ethnic diversity on the board.	
CorVel Corporation	08/04/2022	Management	4	Yes	Elect Director R. Judd Jessup	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are warranted for lack of a majority independent board. WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee members Steven (Steve) Hamerslag and Jeffrey Michael are further warranted for lack of racial/ethnic diversity on the board.	
CorVel Corporation	08/04/2022	Management	5	Yes	Elect Director Jean H. Macino	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are warranted for lack of a majority independent board. WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee members Steven (Steve) Hamerslag and Jeffrey Michael are further warranted for lack of racial/ethnic diversity on the board.	
CorVel Corporation	08/04/2022	Management	6	Yes	Elect Director Jeffrey J. Michael	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees V. Gordon Clemons Sr., R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are warranted for lack of a majority independent board. WITHHOLD votes for R. Judd Jessup, Steven (Steve) Hamerslag, Alan Hoops, Jean Macino and Jeffrey Michael are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee members Steven (Steve) Hamerslag and Jeffrey Michael are further warranted for lack of racial/ethnic diversity on the board.	
CorVel Corporation	08/04/2022	Management	7	Yes	Ratify Haskell & White LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
CorVel Corporation	08/04/2022	Shareholder	8	Yes	Report on Steps to Improve Racial and Gender Board Diversity	Against	For	For	For	A vote FOR this resolution is warranted as increased disclosure would allow shareholders to determine if the company is taking appropriate steps to increase the diversity of its board.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Coty Inc.	11/03/2022	Management	1	Yes	Elect Director Beatrice Ballini	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.	
Coty Inc.	11/03/2022	Management	2	Yes	Elect Director Joachim Creus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.	
Coty Inc.	11/03/2022	Management	3	Yes	Elect Director Olivier Goudet	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.	
Coty Inc.	11/03/2022	Management	4	Yes	Elect Director Peter Harf	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.	
Coty Inc.	11/03/2022	Management	5	Yes	Elect Director Johannes P. Huth	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.	

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Coty Inc.	11/03/2022	Management	6	Yes	Elect Director Maria Ausuncion Aramburuzabala Larregui	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.	
Coty Inc.	11/03/2022	Management	7	Yes	Elect Director Anna Adeola Makanju	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.	
Coty Inc.	11/03/2022	Management	8	Yes	Elect Director Sue Y. Nabi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.	
Coty Inc.	11/03/2022	Management	9	Yes	Elect Director Isabelle Parize	For	For	For	For	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.	
Coty Inc.	11/03/2022	Management	10	Yes	Elect Director Erhard Schoewel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Coty Inc.	11/03/2022	Management	11	Yes	Elect Director Robert Singer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.	
Coty Inc.	11/03/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO Nabi's pay declined for the year in review, consisting only of base salary, following her \$280 million sign-on RSU award in the prior year. However, a review of the pay program reveals persistent concerning features. Specifically, NEO pay consisted primarily of base salary and equity awards that lack performance vesting conditions. Investors increasingly expect a meaningful portion of incentives to be tied to pre-set performance goals. Further, there are renewed concerns regarding high base salaries without a compelling rationale. Notably, these significant concerns for the year in review follow multiple years of problematic pay decisions at the company.	
Coty Inc.	11/03/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Covetrus, Inc.	10/11/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted in light of the certainty of the all-cash offer, the implied premium, and the thorough review of strategic alternatives. In addition, there is downside risk of non-approval given the outperformance of CVET shares relative to peers to date.	
Covetrus, Inc.	10/11/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although outstanding equity held by executives will auto-accelerate at the time of merger, cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable.	
Covetrus, Inc.	10/11/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underlying transaction merits support.	
Cowen Inc.	11/15/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the review of alternatives, implied premium, and certainty of the all-cash offer. In addition, the outperformance of COWN shares to date relative to peers implies some downside risk of non-approval.	
Cowen Inc.	11/15/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO's new agreement provides for a significantly reduced severance entitlement, which is double trigger and of a reasonable magnitude. In addition, most equity awards are double trigger and no excise tax gross-ups are payable. However, there are significant concerns regarding the magnitude and structure of merger-related bonuses to NEOs, which represent recent enhancements. Most concerning is a sizable single trigger bonus, which is payable upon closing of the transaction, even though the executives are expected to continue employment with the combined company.	
Cowen Inc.	11/15/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants shareholder support.	
CRA International, Inc.	07/19/2022	Management	1	Yes	Elect Director Paul Maleh	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Paul Maleh and Thomas (Tom) Avery for failure to establish racial or ethnic diversity on the board.	
CRA International, Inc.	07/19/2022	Management	2	Yes	Elect Director Thomas Avery	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominees Paul Maleh and Thomas (Tom) Avery for failure to establish racial or ethnic diversity on the board.	
CRA International, Inc.	07/19/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	
CRA International, Inc.	07/19/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
CSW Industrials, Inc.	08/25/2022	Management	1	Yes	Elect Director Joseph B. Armes	For	For	For	For	A vote FOR the director nominees is warranted.	
CSW Industrials, Inc.	08/25/2022	Management	2	Yes	Elect Director Michael R. Gambrell	For	For	For	For	A vote FOR the director nominees is warranted.	
CSW Industrials, Inc.	08/25/2022	Management	3	Yes	Elect Director Bobby Griffin	For	For	For	For	A vote FOR the director nominees is warranted.	
CSW Industrials, Inc.	08/25/2022	Management	4	Yes	Elect Director Terry L. Johnston	For	For	For	For	A vote FOR the director nominees is warranted.	
CSW Industrials, Inc.	08/25/2022	Management	5	Yes	Elect Director Linda A. Livingstone	For	For	For	For	A vote FOR the director nominees is warranted.	
CSW Industrials, Inc.	08/25/2022	Management	6	Yes	Elect Director Anne B. Motsenbocker	For	For	For	For	A vote FOR the director nominees is warranted.	



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CSW Industrials, Inc.	08/25/2022	Management	7	Yes	Elect Director Robert M. Swartz	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	08/25/2022	Management	8	Yes	Elect Director J. Kent Sweezey	For	For	For	For	A vote FOR the director nominees is warranted.
CSW Industrials, Inc.	08/25/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO received a sizable one-time retention equity award in the most recent fiscal year. While the award is meant to retain the CEO over multiple years, the grant value is considered to be excessive. Further, only a portion of the award will be earned based on pre-set performance criteria. Investors generally expect special awards to be strongly performance-based and reasonable in magnitude.
CSW Industrials, Inc.	08/25/2022	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
CSW Industrials, Inc.	08/25/2022	Management	11	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Culp, Inc.	09/28/2022	Management	1	Yes	Elect Director John A. Baugh	For	For	For	For	Votes FOR the director nominees are warranted.
Culp, Inc.	09/28/2022	Management	2	Yes	Elect Director Robert G. Culp, IV	For	For	For	For	Votes FOR the director nominees are warranted.
Culp, Inc.	09/28/2022	Management	3	Yes	Elect Director Perry E. Davis	For	For	For	For	Votes FOR the director nominees are warranted.
Culp, Inc.	09/28/2022	Management	4	Yes	Elect Director Sharon A. Decker	For	For	For	For	Votes FOR the director nominees are warranted.
Culp, Inc.	09/28/2022	Management	5	Yes	Elect Director Kimberly B. Gatling	For	For	For	For	Votes FOR the director nominees are warranted.
Culp, Inc.	09/28/2022	Management	6	Yes	Elect Director Fred A. Jackson	For	For	For	For	Votes FOR the director nominees are warranted.
Culp, Inc.	09/28/2022	Management	7	Yes	Elect Director Jonathan L. Kelly	For	For	For	For	Votes FOR the director nominees are warranted.
Culp, Inc.	09/28/2022	Management	8	Yes	Elect Director Franklin N. Saxon	For	For	For	For	Votes FOR the director nominees are warranted.
Culp, Inc.	09/28/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Culp, Inc.	09/28/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Some concerns are raised given that a STI goal was set below the previous year's actual performance, the relatively high bonus opportunity of the CEO, and the undisclosed goals under the LTI program. However, such concerns are mitigated at this time as annual bonuses were not paid out and prior cycle PRSUs were forfeited as their respective goals were unmet, and both the STI and LTI programs are entirely performance-based.
CyberOptics Corporation	11/02/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium to the all-time closing high, the adequate process, and the downside risk of non-approval, support FOR the transaction is warranted.
CyberOptics Corporation	11/02/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although NEOs' unvested RSUs will accelerate on a single-trigger basis, no recent awards will accelerate upon completion of the merger and unvested options will be assumed by the acquirer. In addition, cash severance is double-trigger and reasonably based, and no excise tax gross-ups are payable.
CyberOptics Corporation	11/02/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Daktronics, Inc.	09/07/2022	Management	1	Yes	Elect Director Kevin P. McDermott	For	For	For	For	A vote FOR the director nominees is warranted.
Daktronics, Inc.	09/07/2022	Management	2	Yes	Elect Director Andrew Siegel	For	For	For	For	A vote FOR the director nominees is warranted.
Daktronics, Inc.	09/07/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Daktronics, Inc.	09/07/2022	Management	4	Yes	Ratify Deloitte & Touche, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Daktronics, Inc.	09/07/2022	Management	5	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Daktronics, Inc.	09/07/2022	Management	6	Yes	Approve Shareholder Rights Plan	For	For	For	For	A vote FOR this proposal is warranted. The pill has a 20 percent trigger, an extension term of three years, a shareholder redemption feature, and no "dead-" or "slow-hand" provision.
Daseke, Inc.	07/06/2022	Management	1	Yes	Elect Director Brian Bonner	For	Withhold	Withhold	Withhold	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent compensation committee members Brian Bonner, Catharine Ellingsen, and Ena Williams for poor responsiveness following low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Daseke, Inc.	07/06/2022	Management	2	Yes	Elect Director Don R. Daseke	For	For	For	For	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent compensation committee members Brian Bonner, Catharine Ellingsen, and Ena Williams for poor responsiveness following low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.

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Daseke, Inc.	07/06/2022	Management	3	Yes	Elect Director Catharine Ellingsen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent compensation committee members Brian Bonner, Catharine Ellingsen, and Ena Williams for poor responsiveness following low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.	
Daseke, Inc.	07/06/2022	Management	4	Yes	Elect Director Grant Garbers	For	For	For	For	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent compensation committee members Brian Bonner, Catharine Ellingsen, and Ena Williams for poor responsiveness following low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.	
Daseke, Inc.	07/06/2022	Management	5	Yes	Elect Director Melendy Lovett	For	For	For	For	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent compensation committee members Brian Bonner, Catharine Ellingsen, and Ena Williams for poor responsiveness following low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.	
Daseke, Inc.	07/06/2022	Management	6	Yes	Elect Director Charles "Chuck" F. Serianni	For	For	For	For	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent compensation committee members Brian Bonner, Catharine Ellingsen, and Ena Williams for poor responsiveness following low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.	
Daseke, Inc.	07/06/2022	Management	7	Yes	Elect Director Jonathan Shepko	For	For	For	For	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent compensation committee members Brian Bonner, Catharine Ellingsen, and Ena Williams for poor responsiveness following low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.	
Daseke, Inc.	07/06/2022	Management	8	Yes	Elect Director Ena Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes for Brian Bonner are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are warranted for incumbent compensation committee members Brian Bonner, Catharine Ellingsen, and Ena Williams for poor responsiveness following low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.	
Daseke, Inc.	07/06/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Daseke, Inc.	07/06/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following the low support for last year's say-on-pay proposal, the committee demonstrated poor responsiveness. Neither shareholder engagement efforts nor feedback were disclosed. While the committee discloses some changes to the FY21 pay program, it is difficult to determine if these sufficiently address the investor concerns which led to low support for the prior year's compensation proposal. Further concerns are raised by the pay program for the year in review. Although annual incentives were entirely based on a financial metric, the target and actual result for this metric were not disclosed. Further, although the CEO's long-term incentive was granted predominantly in performance-based equity, forward-looking goals for both the PSU metric and modifier are not disclosed. This is particularly concerning as the payout for the annual incentive was well above target and the value of the CEO's LTI opportunity increased year-over-year.	
Deckers Outdoor Corporation	09/12/2022	Management	1	Yes	Elect Director Michael F. Devine, III	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Deckers Outdoor Corporation	09/12/2022	Management	2	Yes	Elect Director David A. Burwick	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Deckers Outdoor Corporation	09/12/2022	Management	3	Yes	Elect Director Nelson C. Chan	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Deckers Outdoor Corporation	09/12/2022	Management	4	Yes	Elect Director Cynthia (Cindy) L. Davis	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Deckers Outdoor Corporation	09/12/2022	Management	5	Yes	Elect Director Juan R. Figuereo	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Deckers Outdoor Corporation	09/12/2022	Management	6	Yes	Elect Director Maha S. Ibrahim	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Deckers Outdoor Corporation	09/12/2022	Management	7	Yes	Elect Director Victor Luis	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Deckers Outdoor Corporation	09/12/2022	Management	8	Yes	Elect Director Dave Powers	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Deckers Outdoor Corporation	09/12/2022	Management	9	Yes	Elect Director Lauri M. Shanahan	For	For	Withhold	Withhold	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Deckers Outdoor Corporation	09/12/2022	Management	10	Yes	Elect Director Bonita C. Stewart	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Deckers Outdoor Corporation	09/12/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Deckers Outdoor Corporation	09/12/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
DHI Group, Inc.	07/13/2022	Management	1	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.	
Donaldson Company, Inc.	11/18/2022	Management	1	Yes	Elect Director Douglas A. Milroy	For	For	For	For	WITHHOLD votes for Willard (Will) Oberton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Donaldson Company, Inc.	11/18/2022	Management	2	Yes	Elect Director Willard D. Oberton	For	For	Withhold	Withhold	WITHHOLD votes for Willard (Will) Oberton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Donaldson Company, Inc.	11/18/2022	Management	3	Yes	Elect Director Richard M. Olson	For	For	For	For	WITHHOLD votes for Willard (Will) Oberton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Donaldson Company, Inc.	11/18/2022	Management	4	Yes	Elect Director Jacinth C. Smiley	For	For	For	For	WITHHOLD votes for Willard (Will) Oberton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Donaldson Company, Inc.	11/18/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Donaldson Company, Inc.	11/18/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Dorian LPG Ltd.	09/27/2022	Management	1	Yes	Elect Director John C. Hadjipateras	For	For	For	For	A vote FOR the director nominees is warranted.	
Dorian LPG Ltd.	09/27/2022	Management	2	Yes	Elect Director Malcolm McAvity	For	For	For	For	A vote FOR the director nominees is warranted.	
Dorian LPG Ltd.	09/27/2022	Management	3	Yes	Ratify Deloitte Certified Public Accountants S.A. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because the auditor's tenure at the company exceeds seven years.	
Dorian LPG Ltd.	09/27/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Dorian LPG Ltd.	09/27/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	Two Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
DXC Technology Company	07/26/2022	Management	1	Yes	Elect Director Mukesh Aghi	For	For	For	For	A vote FOR the director nominees is warranted.	
DXC Technology Company	07/26/2022	Management	2	Yes	Elect Director Amy E. Alving	For	For	For	For	A vote FOR the director nominees is warranted.	
DXC Technology Company	07/26/2022	Management	3	Yes	Elect Director David A. Barnes	For	For	For	For	A vote FOR the director nominees is warranted.	
DXC Technology Company	07/26/2022	Management	4	Yes	Elect Director Raul J. Fernandez	For	For	For	For	A vote FOR the director nominees is warranted.	
DXC Technology Company	07/26/2022	Management	5	Yes	Elect Director David L. Herzog	For	For	For	For	A vote FOR the director nominees is warranted.	
DXC Technology Company	07/26/2022	Management	6	Yes	Elect Director Dawn Rogers	For	For	For	For	A vote FOR the director nominees is warranted.	
DXC Technology Company	07/26/2022	Management	7	Yes	Elect Director Michael J. Salvino	For	For	For	For	A vote FOR the director nominees is warranted.	
DXC Technology Company	07/26/2022	Management	8	Yes	Elect Director Carrie W. Teffner	For	For	For	For	A vote FOR the director nominees is warranted.	
DXC Technology Company	07/26/2022	Management	9	Yes	Elect Director Akihiko Washington	For	For	For	For	A vote FOR the director nominees is warranted.	
DXC Technology Company	07/26/2022	Management	10	Yes	Elect Director Robert F. Woods	For	For	For	For	A vote FOR the director nominees is warranted.	
DXC Technology Company	07/26/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
DXC Technology Company	07/26/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided excessive personal use of corporate aircraft perquisite to the CEO.	
Eagle Materials Inc.	08/05/2022	Management	1	Yes	Elect Director George J. Damiris	For	For	For	For	A vote FOR the director nominees is warranted.	
Eagle Materials Inc.	08/05/2022	Management	2	Yes	Elect Director Martin M. Ellen	For	For	For	For	A vote FOR the director nominees is warranted.	
Eagle Materials Inc.	08/05/2022	Management	3	Yes	Elect Director David B. Powers	For	For	For	For	A vote FOR the director nominees is warranted.	
Eagle Materials Inc.	08/05/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Eagle Materials Inc.	08/05/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	

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Eagle Pharmaceuticals, Inc.	07/28/2022	Management	1	Yes	Elect Director Scott Tarriff	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Scott Tarriff, Luciana Borio, and Jennifer Simpson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for director nominees Scott Tarriff, Luciana Borio, and Jennifer Simpson are warranted due to concerns regarding risk oversight in light of the continued pledging of a significant amount of the company's common stock. WITHHOLD votes for Jennifer Simpson are warranted for serving on more than two public boards while serving as a CEO of an outside company.	
Eagle Pharmaceuticals, Inc.	07/28/2022	Management	2	Yes	Elect Director Jennifer K. Simpson	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Scott Tarriff, Luciana Borio, and Jennifer Simpson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for director nominees Scott Tarriff, Luciana Borio, and Jennifer Simpson are warranted due to concerns regarding risk oversight in light of the continued pledging of a significant amount of the company's common stock. WITHHOLD votes for Jennifer Simpson are warranted for serving on more than two public boards while serving as a CEO of an outside company.	
Eagle Pharmaceuticals, Inc.	07/28/2022	Management	3	Yes	Elect Director Luciana Borio	For	Withhold	Withhold	Withhold	WITHHOLD votes for director nominees Scott Tarriff, Luciana Borio, and Jennifer Simpson are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for director nominees Scott Tarriff, Luciana Borio, and Jennifer Simpson are warranted due to concerns regarding risk oversight in light of the continued pledging of a significant amount of the company's common stock. WITHHOLD votes for Jennifer Simpson are warranted for serving on more than two public boards while serving as a CEO of an outside company.	
Eagle Pharmaceuticals, Inc.	07/28/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Eagle Pharmaceuticals, Inc.	07/28/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Eagle Pharmaceuticals, Inc.	07/28/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
eGain Corporation	12/06/2022	Management	1	Yes	Elect Director Ashutosh Roy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board. WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
eGain Corporation	12/06/2022	Management	2	Yes	Elect Director Gunjan Sinha	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board. WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
eGain Corporation	12/06/2022	Management	3	Yes	Elect Director Phiroz P. Darukhanavala	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board. WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
eGain Corporation	12/06/2022	Management	4	Yes	Elect Director Brett Shockley	For	For	For	For	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board. WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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eGain Corporation	12/06/2022	Management	5	Yes	Elect Director Christine Russell	For	For	For	For	WITHHOLD votes for non-independent nominees Ashutosh Roy, Gunjan Sinha and Phiroz (Daru) Darukhanavala are warranted for lack of a majority independent board. WITHHOLD votes for Gunjan Sinha and Phiroz (Daru) Darukhanavala are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
eGain Corporation	12/06/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Equity awards were entirely time-vesting and there is poor disclosure under the short-term incentive plan. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	
eGain Corporation	12/06/2022	Management	7	Yes	Ratify BPM LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Electromed, Inc.	11/11/2022	Management	1	Yes	Elect Director Stan K. Erickson	For	For	For	For	A vote FOR all director nominees is warranted.	
Electromed, Inc.	11/11/2022	Management	2	Yes	Elect Director Gregory J. Fluet	For	For	For	For	A vote FOR all director nominees is warranted.	
Electromed, Inc.	11/11/2022	Management	3	Yes	Elect Director Joseph L. Galatowitsch	For	For	For	For	A vote FOR all director nominees is warranted.	
Electromed, Inc.	11/11/2022	Management	4	Yes	Elect Director Lee A. Jones	For	For	For	For	A vote FOR all director nominees is warranted.	
Electromed, Inc.	11/11/2022	Management	5	Yes	Elect Director Kathleen S. Skarvan	For	For	For	For	A vote FOR all director nominees is warranted.	
Electromed, Inc.	11/11/2022	Management	6	Yes	Elect Director Andrew J. Summers	For	For	For	For	A vote FOR all director nominees is warranted.	
Electromed, Inc.	11/11/2022	Management	7	Yes	Elect Director Kathleen A. Tune	For	For	For	For	A vote FOR all director nominees is warranted.	
Electromed, Inc.	11/11/2022	Management	8	Yes	Elect Director Andrea M. Walsh	For	For	For	For	A vote FOR all director nominees is warranted.	
Electromed, Inc.	11/11/2022	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Electromed, Inc.	11/11/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Ennis, Inc.	07/14/2022	Management	1	Yes	Elect Director John R. Blind	For	For	For	For	Votes AGAINST non-independent nominee Michael Schaefer are warranted for lack of a majority independent board. Votes AGAINST Michael Schaefer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ennis, Inc.	07/14/2022	Management	2	Yes	Elect Director Barbara T. Clemens	For	For	For	For	Votes AGAINST non-independent nominee Michael Schaefer are warranted for lack of a majority independent board. Votes AGAINST Michael Schaefer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ennis, Inc.	07/14/2022	Management	3	Yes	Elect Director Michael J. Schaefer	For	For	Against	Against	Votes AGAINST non-independent nominee Michael Schaefer are warranted for lack of a majority independent board. Votes AGAINST Michael Schaefer are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Ennis, Inc.	07/14/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Ennis, Inc.	07/14/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single trigger change in control provision. * The company maintains agreements that contain excise tax gross-up provisions.	
Ennis, Inc.	07/14/2022	Management	6	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.	
ePlus inc.	09/15/2022	Management	1	Yes	Elect Director Bruce M. Bowen	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies and Eric Hovde are warranted for lack of a majority independent board. WITHHOLD votes for C. Thomas Faulders III, John Callies and Eric Hovde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
ePlus inc.	09/15/2022	Management	2	Yes	Elect Director John E. Callies	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies and Eric Hovde are warranted for lack of a majority independent board. WITHHOLD votes for C. Thomas Faulders III, John Callies and Eric Hovde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
ePlus inc.	09/15/2022	Management	3	Yes	Elect Director C. Thomas Faulders, III	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies and Eric Hovde are warranted for lack of a majority independent board. WITHHOLD votes for C. Thomas Faulders III, John Callies and Eric Hovde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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ePlus inc.	09/15/2022	Management	4	Yes	Elect Director Eric D. Hovde	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees C. Thomas Faulders III, Mark Marron, Bruce Bowen, John Callies and Eric Hovde are warranted for lack of a majority independent board. WITHHOLD votes for C. Thomas Faulders III, John Callies and Eric Hovde are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ePlus inc.	09/15/2022	Management	5	Yes	Elect Director Ira A. Hunt, III	For	For	For	For	
ePlus inc.	09/15/2022	Management	6	Yes	Elect Director Mark P. Marron	For	For	Withhold	Withhold	
ePlus inc.	09/15/2022	Management	7	Yes	Elect Director Maureen F. Morrison	For	For	For	For	
ePlus inc.	09/15/2022	Management	8	Yes	Elect Director Ben Xiang	For	For	For	For	
ePlus inc.	09/15/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
ePlus inc.	09/15/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	
ePlus inc.	09/15/2022	Management	11	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
ePlus inc.	09/15/2022	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
EVO Payments, Inc.	10/26/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The company's sales process consisted of responding to inbound inquiries from GPN and one other potential acquirer. However, the consideration represents a premium to the all-time closing high, there is downside risk of non-approval, and the cash form of consideration provides liquidity and certainty of value in an industry whose index has been in decline. On balance, support FOR the transaction is warranted.
EVO Payments, Inc.	10/26/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance and equity vesting are double trigger and no excise tax gross-ups are payable.
EVO Payments, Inc.	10/26/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Evolution Petroleum Corporation	12/08/2022	Management	1	Yes	Elect Director Myra C. Bierria	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Herlin, Kelly Loyd, Edward DiPaolo, and William Dozier are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Edward DiPaolo and William Dozier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolution Petroleum Corporation	12/08/2022	Management	2	Yes	Elect Director Edward J. DiPaolo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Herlin, Kelly Loyd, Edward DiPaolo, and William Dozier are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Edward DiPaolo and William Dozier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Evolution Petroleum Corporation	12/08/2022	Management	3	Yes	Elect Director William E. Dozier	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Herlin, Kelly Loyd, Edward DiPaolo, and William Dozier are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Edward DiPaolo and William Dozier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Evolution Petroleum Corporation	12/08/2022	Management	4	Yes	Elect Director Marjorie A. Hargrave	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Herlin, Kelly Loyd, Edward DiPaolo, and William Dozier are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Edward DiPaolo and William Dozier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Evolution Petroleum Corporation	12/08/2022	Management	5	Yes	Elect Director Robert S. Herlin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Herlin, Kelly Loyd, Edward DiPaolo, and William Dozier are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Edward DiPaolo and William Dozier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Evolution Petroleum Corporation	12/08/2022	Management	6	Yes	Elect Director Kelly W. Loyd	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Herlin, Kelly Loyd, Edward DiPaolo, and William Dozier are warranted for lack of a two-thirds majority independent board. WITHHOLD votes for Edward DiPaolo and William Dozier are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Evolution Petroleum Corporation	12/08/2022	Management	7	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Evolution Petroleum Corporation	12/08/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Exterran Corporation	10/11/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In consideration of the sound strategic rationale and upside potential, the premium, and the potential downside risk of rejection, a vote FOR the proposed merger is warranted.	
Exterran Corporation	10/11/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable. Further, unvested equity awards will be converted with time-vesting conditions maintained, subject to double trigger acceleration.	
Exterran Corporation	10/11/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.	
Extreme Networks, Inc.	11/17/2022	Management	1	Yes	Elect Director Ingrid J. Burton	For	For	For	For	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Extreme Networks, Inc.	11/17/2022	Management	2	Yes	Elect Director Charles P. Carinalli	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Extreme Networks, Inc.	11/17/2022	Management	3	Yes	Elect Director Kathleen M. Holmgren	For	For	For	For	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Extreme Networks, Inc.	11/17/2022	Management	4	Yes	Elect Director Edward H. Kennedy	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Extreme Networks, Inc.	11/17/2022	Management	5	Yes	Elect Director Rajendra Khanna	For	For	For	For	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Extreme Networks, Inc.	11/17/2022	Management	6	Yes	Elect Director Edward B. Meyercord	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	11/17/2022	Management	7	Yes	Elect Director John C. Shoemaker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shoemaker, Edward (Ed) Meyercord III, Charles Carinalli and Edward (Ed) Kennedy are warranted for lack of a majority independent board. WITHHOLD votes for John Shoemaker, Charles Carinalli and Edward (Ed) Kennedy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Extreme Networks, Inc.	11/17/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Extreme Networks, Inc.	11/17/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Extreme Networks, Inc.	11/17/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.
Extreme Networks, Inc.	11/17/2022	Management	11	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirements would enhance shareholder rights.
Fabrinet	12/08/2022	Management	1	Yes	Elect Director Homa Bahrami	For	For	For	For	WITHHOLD votes for non-independent nominee Rollance Olson are warranted for lack of a majority independent board. WITHHOLD votes for Rollance Olson are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Fabrinet	12/08/2022	Management	2	Yes	Elect Director Darlene S. Knight	For	For	For	For	WITHHOLD votes for non-independent nominee Rollance Olson are warranted for lack of a majority independent board. WITHHOLD votes for Rollance Olson are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Fabrinet	12/08/2022	Management	3	Yes	Elect Director Rollance E. Olson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Rollance Olson are warranted for lack of a majority independent board. WITHHOLD votes for Rollance Olson are also warranted for serving as a non-independent member of a key board committee. Votes FOR the remaining nominees are warranted.
Fabrinet	12/08/2022	Management	4	Yes	Ratify PricewaterhouseCoopers ABAS Ltd. as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Fabrinet	12/08/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Flexsteel Industries, Inc.	12/14/2022	Management	1	Yes	Elect Director William S. Creekmuir	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members William (Bill) Creekmuir and Michael Scott Culbreth are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR Jerald (Jerry) Dittmer are warranted.
Flexsteel Industries, Inc.	12/14/2022	Management	2	Yes	Elect Director M. Scott Culbreth	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee members William (Bill) Creekmuir and Michael Scott Culbreth are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR Jerald (Jerry) Dittmer are warranted.
Flexsteel Industries, Inc.	12/14/2022	Management	3	Yes	Elect Director Jerald K. Dittmer	For	For	For	For	WITHHOLD votes for incumbent Audit Committee members William (Bill) Creekmuir and Michael Scott Culbreth are warranted for failing to include auditor ratification on the proxy ballot. Votes FOR Jerald (Jerry) Dittmer are warranted.
Flexsteel Industries, Inc.	12/14/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Flexsteel Industries, Inc.	12/14/2022	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.99 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Frequency Electronics, Inc.	10/06/2022	Management	1	Yes	Elect Director Jonathan Brolin	For	For	For	For	WITHHOLD votes for Richard Schwartz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Frequency Electronics, Inc.	10/06/2022	Management	2	Yes	Elect Director Richard Schwartz	For	For	Withhold	Withhold	WITHHOLD votes for Richard Schwartz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Frequency Electronics, Inc.	10/06/2022	Management	3	Yes	Elect Director Russell M. Sarachek	For	For	For	For	WITHHOLD votes for Richard Schwartz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Frequency Electronics, Inc.	10/06/2022	Management	4	Yes	Elect Director Lance W. Lord	For	For	For	For	WITHHOLD votes for Richard Schwartz are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Frequency Electronics, Inc.	10/06/2022	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Frequency Electronics, Inc.	10/06/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Friedman Industries, Incorporated	09/13/2022	Management	1	Yes	Elect Director Mike Taylor	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.	
Friedman Industries, Incorporated	09/13/2022	Management	2	Yes	Elect Director Durga D. Agrawal	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.	
Friedman Industries, Incorporated	09/13/2022	Management	3	Yes	Elect Director Max Reichenenthal	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.	
Friedman Industries, Incorporated	09/13/2022	Management	4	Yes	Elect Director Sandy Scott	For	For	For	For	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.	
Friedman Industries, Incorporated	09/13/2022	Management	5	Yes	Elect Director Joel Spira	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.	



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Friedman Industries, Incorporated	09/13/2022	Management	6	Yes	Elect Director Tim Stevenson	For	For	For	For	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.	
Friedman Industries, Incorporated	09/13/2022	Management	7	Yes	Elect Director Sharon Taylor	For	For	For	For	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.	
Friedman Industries, Incorporated	09/13/2022	Management	8	Yes	Elect Director Joe L. Williams	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Michael (Mike) Taylor, Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are warranted for lack of a majority independent board. WITHHOLD votes for Durga Agrawal, Max Reichenenthal, Joel Spira and Joe Williams are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Governance Committee members Durga Agrawal, Max Reichenenthal, Joel Spira, and Joe Williams are warranted for a material governance failure. The company's governing documents prohibit shareholders' ability to amend the company bylaws. A vote FOR the remaining director nominees is warranted.	
Friedman Industries, Incorporated	09/13/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Friedman Industries, Incorporated	09/13/2022	Management	10	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
FutureFuel Corp.	09/22/2022	Management	1	Yes	Elect Director Donald C. Bedell	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominee Donald (Don) Bedell are warranted for lack of a majority independent board. WITHHOLD votes for Donald (Don) Bedell are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Nominating Committee chair Donald (Don) Bedell for the lack of racially or ethnically diverse directors on the board. A vote FOR the remaining director nominees is warranted.	
FutureFuel Corp.	09/22/2022	Management	2	Yes	Elect Director Terrance C.Z. (Terry) Egger	For	For	For	For	WITHHOLD votes for non-independent nominee Donald (Don) Bedell are warranted for lack of a majority independent board. WITHHOLD votes for Donald (Don) Bedell are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Nominating Committee chair Donald (Don) Bedell for the lack of racially or ethnically diverse directors on the board. A vote FOR the remaining director nominees is warranted.	
FutureFuel Corp.	09/22/2022	Management	3	Yes	Elect Director Ronald J. Kruszewski	For	For	For	For	WITHHOLD votes for non-independent nominee Donald (Don) Bedell are warranted for lack of a majority independent board. WITHHOLD votes for Donald (Don) Bedell are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes are further warranted for Nominating Committee chair Donald (Don) Bedell for the lack of racially or ethnically diverse directors on the board. A vote FOR the remaining director nominees is warranted.	
FutureFuel Corp.	09/22/2022	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Glatfelter Corporation	11/11/2022	Management	1	Yes	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted as a majority vote standard in uncontested director elections will provide shareholders with a more meaningful voice while improving director accountability.	
Glatfelter Corporation	11/11/2022	Management	2	Yes	Eliminate Cumulative Voting	For	For	For	For	As the company has put significant safeguards in place to offset the lack of cumulative voting, including a majority voting standard and a proxy access proposal on the ballot, a vote FOR this proposal is warranted.	
Glatfelter Corporation	11/11/2022	Management	3	Yes	Establish Range for Board Size	For	For	For	For	A vote FOR this proposal is warranted as the proposed change does not appear motivated by a desire to entrench management.	

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Glatfelter Corporation	11/11/2022	Management	4	Yes	Amend Bylaws to Eliminate Designated Annual Meeting Date and Time	For	For	For	For	A vote FOR this item is warranted as the proposed amendment to the company's bylaws does not appear to adversely impact shareholders' rights.	
Glatfelter Corporation	11/11/2022	Management	5	Yes	Provide Proxy Access Right	For	For	For	For	A vote FOR this bylaw amendment is warranted as approval of this item would ensure that the company adopts proxy access, which would enhance shareholders' rights.	
Glatfelter Corporation	11/11/2022	Management	6	Yes	Amend Bylaws to Clarify Voting Standards	For	For	For	For	A vote FOR this proposal is warranted. The amendment is primarily administrative in nature and would not adversely impact the rights of shareholders.	
GMS Inc.	10/19/2022	Management	1	Yes	Elect Director Lisa M. Bachmann	For	For	For	For	A vote FOR all director nominees is warranted.	
GMS Inc.	10/19/2022	Management	2	Yes	Elect Director John J. Gavin	For	For	For	For	A vote FOR all director nominees is warranted.	
GMS Inc.	10/19/2022	Management	3	Yes	Elect Director Teri P. McClure	For	For	For	For	A vote FOR all director nominees is warranted.	
GMS Inc.	10/19/2022	Management	4	Yes	Elect Director Randolph W. Melville	For	For	For	For	A vote FOR all director nominees is warranted.	
GMS Inc.	10/19/2022	Management	5	Yes	Elect Director J. David Smith	For	For	For	For	A vote FOR all director nominees is warranted.	
GMS Inc.	10/19/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
GMS Inc.	10/19/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Graham Corporation	07/27/2022	Management	1	Yes	Elect Director Cari L. Jaroslawsky	For	For	For	For	A vote FOR all director nominees is warranted.	
Graham Corporation	07/27/2022	Management	2	Yes	Elect Director Jonathan W. Painter	For	For	For	For	A vote FOR all director nominees is warranted.	
Graham Corporation	07/27/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	
Graham Corporation	07/27/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Graham Corporation	07/27/2022	Management	5	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.	
Greenlight Capital Re, Ltd.	07/26/2022	Management	1	Yes	Elect Simon Burton as GLRE Director	For	For	Against	Against	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs and Bryan Murphy are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Greenlight Capital Re, Ltd.	07/26/2022	Management	2	Yes	Elect David Einhorn as GLRE Director	For	For	Against	Against	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs and Bryan Murphy are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Greenlight Capital Re, Ltd.	07/26/2022	Management	3	Yes	Elect Johnny Ferrari as GLRE Director	For	For	For	For	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs and Bryan Murphy are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Greenlight Capital Re, Ltd.	07/26/2022	Management	4	Yes	Elect Ursuline Foley as GLRE Director	For	For	For	For	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs and Bryan Murphy are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Greenlight Capital Re, Ltd.	07/26/2022	Management	5	Yes	Elect Leonard Goldberg as GLRE Director	For	For	Against	Against	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs and Bryan Murphy are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Greenlight Capital Re, Ltd.	07/26/2022	Management	6	Yes	Elect Victoria Guest as GLRE Director	For	For	For	For	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs and Bryan Murphy are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Greenlight Capital Re, Ltd.	07/26/2022	Management	7	Yes	Elect Ian Isaacs as GLRE Director	For	For	Against	Against	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs and Bryan Murphy are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Greenlight Capital Re, Ltd.	07/26/2022	Management	8	Yes	Elect Bryan Murphy as GLRE Director	For	For	Against	Against	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs and Bryan Murphy are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	9	Yes	Elect Joseph Platt as GLRE Director	For	For	For	For	Votes AGAINST non-independent nominees David Einhorn, Simon Burton, Leonard Goldberg, Ian Isaacs and Bryan Murphy are warranted for lack of a majority independent board. Votes AGAINST Ian Isaacs and Bryan Murphy are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	10	Yes	Elect Simon Burton as Greenlight Re Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	11	Yes	Elect David Einhorn as Greenlight Re Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	12	Yes	Elect Johnny Ferrari as Greenlight Re Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	13	Yes	Elect Ursuline Foley as Greenlight Re Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	14	Yes	Elect Leonard Goldberg as Greenlight Re Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	15	Yes	Elect Victoria Guest as Greenlight Re Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	16	Yes	Elect Ian Isaacs as Greenlight Re Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	17	Yes	Elect Bryan Murphy as Greenlight Re Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	18	Yes	Elect Joseph Platt as Greenlight Re Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	19	Yes	Elect Michael Brady as GRIL Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	20	Yes	Elect Lesley Caslin as GRIL Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	21	Yes	Elect Neil Greenspan as GRIL Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	22	Yes	Elect Bryan Murphy as GRIL Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	23	Yes	Elect Patrick O'Brien as GRIL Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	24	Yes	Elect Daniel Roitman as GRIL Subsidiary Director	For	For	For	For	A vote FOR the subsidiary director nominees is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	25	Yes	Ratify Deloitte Ltd. as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	26	Yes	Ratify Deloitte & Touche LLP as Auditors of Greenlight Re	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	27	Yes	Ratify Deloitte Ireland LLP as Auditors of GRIL	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Greenlight Capital Re, Ltd.	07/26/2022	Management	28	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness following last year's failed say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.
Grid Dynamics Holdings, Inc.	12/22/2022	Management	1	Yes	Elect Director Eric Benhamou	For	Withhold	Withhold	Withhold	WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are further warranted for nominating and governance committee member Eric Benhamou given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Grid Dynamics Holdings, Inc.	12/22/2022	Management	2	Yes	Elect Director Weihang Wang	For	For	For	For	WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are further warranted for nominating and governance committee member Eric Benhamou given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Grid Dynamics Holdings, Inc.	12/22/2022	Management	3	Yes	Elect Director Patrick Nicolet	For	For	For	For	WITHHOLD votes for Eric Benhamou are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes are further warranted for nominating and governance committee member Eric Benhamou given the board's failure to remove, or subject to a sunset requirement, the classified board which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Grid Dynamics Holdings, Inc.	12/22/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
GSI Technology, Inc.	08/25/2022	Management	1	Yes	Elect Director Lee-Lean Shu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/25/2022	Management	2	Yes	Elect Director Jack A. Bradley	For	For	For	For	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/25/2022	Management	3	Yes	Elect Director Elizabeth Cholawsky	For	For	For	For	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/25/2022	Management	4	Yes	Elect Director Haydn Hsieh	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/25/2022	Management	5	Yes	Elect Director Kim Le	For	For	For	For	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/25/2022	Management	6	Yes	Elect Director Barbara Nelson	For	For	For	For	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/25/2022	Management	7	Yes	Elect Director Ruey L. Lu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/25/2022	Management	8	Yes	Elect Director Robert Yau	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lee-Lean Shu, Haydn Hsieh, Ruey Lu and Robert Yau are warranted for lack of a majority independent board. WITHHOLD votes for Haydn Hsieh and Ruey Lu are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GSI Technology, Inc.	08/25/2022	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
GSI Technology, Inc.	08/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. While annual bonuses are based on a pre-set measure, the performance goals under the annual incentive program were not disclosed. In addition, the NEOs' equity awards are comprised entirely of time-vesting stock options.
GSI Technology, Inc.	08/25/2022	Management	11	Yes	Amend Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and limit future potential dilution.
GSI Technology, Inc.	08/25/2022	Management	12	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Guidewire Software, Inc.	12/20/2022	Management	1	Yes	Elect Director Marcus S. Ryu	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	2	Yes	Elect Director Paul Lavin	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	3	Yes	Elect Director Mike Rosenbaum	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	4	Yes	Elect Director David S. Bauer	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	5	Yes	Elect Director Margaret Dillon	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	6	Yes	Elect Director Michael C. Keller	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	7	Yes	Elect Director Catherine P. Lego	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	8	Yes	Elect Director Rajani Ramanathan	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Guidewire Software, Inc.	12/20/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were primarily determined by pre-set objective metrics, and half of PRSUs are measured over a multi-year period with forward-looking target goals disclosed. However, some concerns are noted as the remaining performance-based shares utilize an overlapping, one-year metric with the annual incentive plan and the CEO's grant value increased, without compelling rationale.
Guidewire Software, Inc.	12/20/2022	Management	11	Yes	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.
Guidewire Software, Inc.	12/20/2022	Management	12	Yes	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	For	For	A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.
Guidewire Software, Inc.	12/20/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 8.16 percent is acceptable.
H&R Block, Inc.	11/04/2022	Management	1	Yes	Elect Director Sean H. Cohan	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	2	Yes	Elect Director Robert A. Gerard	For	For	Against	Against	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	3	Yes	Elect Director Anuradha (Anu) Gupta	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	4	Yes	Elect Director Richard A. Johnson	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	5	Yes	Elect Director Jeffrey J. Jones, II	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	6	Yes	Elect Director Mia F. Mends	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	7	Yes	Elect Director Yolande G. Piazza	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	8	Yes	Elect Director Victoria J. Reich	For	For	Against	Against	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	9	Yes	Elect Director Matthew E. Winter	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
H&R Block, Inc.	11/04/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Haemonetics Corporation	08/05/2022	Management	1	Yes	Elect Director Robert E. Abernathy	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/05/2022	Management	2	Yes	Elect Director Catherine M. Burzik	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/05/2022	Management	3	Yes	Elect Director Michael J. Coyle	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/05/2022	Management	4	Yes	Elect Director Charles J. Dockendorff	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/05/2022	Management	5	Yes	Elect Director Lloyd E. Johnson	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/05/2022	Management	6	Yes	Elect Director Mark W. Kroll	For	For	Withhold	Withhold	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/05/2022	Management	7	Yes	Elect Director Claire Pomeroy	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Haemonetics Corporation	08/05/2022	Management	8	Yes	Elect Director Christopher A. Simon	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/05/2022	Management	9	Yes	Elect Director Ellen M. Zane	For	For	For	For	WITHHOLD votes for Mark Kroll are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Haemonetics Corporation	08/05/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is some concern raised by the structure of one-time retention awards provided to certain NEOs in FY22, as the awards were entirely time based, with relatively short vesting requirements. However, there are mitigating factors for the year in review. The STI is based entirely on objective financial measures, and payouts are in-line with company performance. Further, half of the LTI was granted in PSUs earned based on clearly disclosed multi-year goals, with a vesting cap in the event of negative absolute TSR. Lastly, closing-cycle PSUs were forfeited based on relative TSR underperformance. On balance of these factors, a vote FOR this proposal is warranted, with caution. Continued close monitoring of one-time pay program decisions is warranted.
Haemonetics Corporation	08/05/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Hanger, Inc.	09/30/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Given the premium to pre-announcement share prices and trading multiples, the adequate process, and the cash form of consideration, which provides liquidity and certainty of value to HNGR shareholders, support FOR the transaction is warranted.
Hanger, Inc.	09/30/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Hanger, Inc.	09/30/2022	Management	3	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While unvested equity awards will be automatically accelerated upon the merger close, cash severance is double-trigger and reasonably based, and no excise tax gross-ups are payable.
Hawkins, Inc.	08/04/2022	Management	1	Yes	Elect Director James A. Faulconbridge	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey (Jeff) Wright are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Hawkins, Inc.	08/04/2022	Management	2	Yes	Elect Director Patrick H. Hawkins	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey (Jeff) Wright are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Hawkins, Inc.	08/04/2022	Management	3	Yes	Elect Director Yi "Faith" Tang	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey (Jeff) Wright are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Hawkins, Inc.	08/04/2022	Management	4	Yes	Elect Director Mary J. Schumacher	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey (Jeff) Wright are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Hawkins, Inc.	08/04/2022	Management	5	Yes	Elect Director Daniel J. Stauber	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey (Jeff) Wright are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Hawkins, Inc.	08/04/2022	Management	6	Yes	Elect Director James T. Thompson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey (Jeff) Wright are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Hawkins, Inc.	08/04/2022	Management	7	Yes	Elect Director Jeffrey L. Wright	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey (Jeff) Wright are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Hawkins, Inc.	08/04/2022	Management	8	Yes	Elect Director Jeffrey E. Spethmann	For	For	For	For	WITHHOLD votes for non-independent nominees James (Jim) Thompson, Patrick Hawkins, James Faulconbridge, Daniel Stauber and Jeffrey (Jeff) Wright are warranted for lack of a majority independent board. WITHHOLD votes for James (Jim) Thompson, James Faulconbridge and Jeffrey (Jeff) Wright are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Faulconbridge, Mary Schumacher and Jeffrey (Jeff) Wright are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Hawkins, Inc.	08/04/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Hill International, Inc.	07/06/2022	Management	1	Yes	Declassify the Board of Directors	For	For	For	For		
Hill International, Inc.	07/06/2022	Management	2	Yes	Elect Director David Sgro	For	For	For	For	WITHHOLD votes are warranted for audit committee members Grant McCullagh and Susan (Sue) Steele for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR David Sgro is warranted.	
Hill International, Inc.	07/06/2022	Management	3	Yes	Elect Director Grant G. McCullagh	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for audit committee members Grant McCullagh and Susan (Sue) Steele for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR David Sgro is warranted.	
Hill International, Inc.	07/06/2022	Management	4	Yes	Elect Director Sue Steele	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for audit committee members Grant McCullagh and Susan (Sue) Steele for failing to address the material weaknesses in the company's internal controls in consecutive years. A vote FOR David Sgro is warranted.	
Hill International, Inc.	07/06/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Hill International, Inc.	07/06/2022	Management	6	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Hill International, Inc.	11/02/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the review of strategic alternatives, the premium to the unaffected share price, the certainty of the all-cash offer, and the potential downside risk of non-approval.	
Hill International, Inc.	11/02/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Although unvested equity awards are subject to single-trigger vesting, cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable.	
Hill International, Inc.	11/02/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants shareholder support.	



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
HomeTrust Bancshares, Inc.	11/14/2022	Management	1	Yes	Elect Director Laura C. Kendall	For	For	For	For	WITHHOLD votes for non-independent nominee Dana Stonestreet are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
HomeTrust Bancshares, Inc.	11/14/2022	Management	2	Yes	Elect Director Rebekah M. Lowe	For	For	For	For	WITHHOLD votes for non-independent nominee Dana Stonestreet are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
HomeTrust Bancshares, Inc.	11/14/2022	Management	3	Yes	Elect Director Dana L. Stonestreet	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Dana Stonestreet are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
HomeTrust Bancshares, Inc.	11/14/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
HomeTrust Bancshares, Inc.	11/14/2022	Management	5	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
HomeTrust Bancshares, Inc.	11/14/2022	Management	6	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Houlihan Lokey, Inc.	09/21/2022	Management	1	Yes	Elect Director Scott L. Beiser	For	Withhold	Withhold	Withhold	WITHHOLD votes for Scott Beiser and Todd Carter are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent director nominees Scott Beiser, Jacqueline Kosecoff, and Paul Zuber are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Houlihan Lokey, Inc.	09/21/2022	Management	2	Yes	Elect Director Todd J. Carter	For	Withhold	Withhold	Withhold	WITHHOLD votes for Scott Beiser and Todd Carter are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent director nominees Scott Beiser, Jacqueline Kosecoff, and Paul Zuber are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Houlihan Lokey, Inc.	09/21/2022	Management	3	Yes	Elect Director Jacqueline B. Kosecoff	For	Withhold	Withhold	Withhold	WITHHOLD votes for Scott Beiser and Todd Carter are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent director nominees Scott Beiser, Jacqueline Kosecoff, and Paul Zuber are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Houlihan Lokey, Inc.	09/21/2022	Management	4	Yes	Elect Director Paul A. Zuber	For	Withhold	Withhold	Withhold	WITHHOLD votes for Scott Beiser and Todd Carter are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Jacqueline Kosecoff are warranted for serving as a director on more than four public company boards. WITHHOLD votes for incumbent director nominees Scott Beiser, Jacqueline Kosecoff, and Paul Zuber are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board structure, each of which adversely impacts shareholder rights.
Houlihan Lokey, Inc.	09/21/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Houlihan Lokey, Inc.	09/21/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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IDT Corporation	12/14/2022	Management	1	Yes	Elect Director Michael Chenkin	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr and Liora Stein are warranted for lack of a majority independent board. Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are also warranted for serving as a director on more than four public company boards. Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for failing to include auditor ratification on the proxy ballot. A vote AGAINST incumbent compensation committee members Eric Cosentino, Michael Chenkin, and Judah Schorr is warranted in the absence of a say-on-pay proposal, because the company's change-in-control agreements with certain executives contain a modified single-trigger provision. Additionally, the company lacks certain risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and equity awards lack any performance-contingent pay elements. A vote AGAINST Eric Cosentino is further warranted for lack of diversity on the board.
IDT Corporation	12/14/2022	Management	2	Yes	Elect Director Eric F. Cosentino	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr and Liora Stein are warranted for lack of a majority independent board. Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are also warranted for serving as a director on more than four public company boards. Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for failing to include auditor ratification on the proxy ballot. A vote AGAINST incumbent compensation committee members Eric Cosentino, Michael Chenkin, and Judah Schorr is warranted in the absence of a say-on-pay proposal, because the company's change-in-control agreements with certain executives contain a modified single-trigger provision. Additionally, the company lacks certain risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and equity awards lack any performance-contingent pay elements. A vote AGAINST Eric Cosentino is further warranted for lack of diversity on the board.
IDT Corporation	12/14/2022	Management	3	Yes	Elect Director Howard S. Jonas	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr and Liora Stein are warranted for lack of a majority independent board. Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are also warranted for serving as a director on more than four public company boards. Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for failing to include auditor ratification on the proxy ballot. A vote AGAINST incumbent compensation committee members Eric Cosentino, Michael Chenkin, and Judah Schorr is warranted in the absence of a say-on-pay proposal, because the company's change-in-control agreements with certain executives contain a modified single-trigger provision. Additionally, the company lacks certain risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and equity awards lack any performance-contingent pay elements. A vote AGAINST Eric Cosentino is further warranted for lack of diversity on the board.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
IDT Corporation	12/14/2022	Management	4	Yes	Elect Director Judah Schorr	For	For	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr and Liora Stein are warranted for lack of a majority independent board. Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are also warranted for serving as a director on more than four public company boards. Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for failing to include auditor ratification on the proxy ballot. A vote AGAINST incumbent compensation committee members Eric Cosentino, Michael Chenkin, and Judah Schorr is warranted in the absence of a say-on-pay proposal, because the company's change-in-control agreements with certain executives contain a modified single-trigger provision. Additionally, the company lacks certain risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and equity awards lack any performance-contingent pay elements. A vote AGAINST Eric Cosentino is further warranted for lack of diversity on the board.	
IDT Corporation	12/14/2022	Management	5	Yes	Elect Director Liora Stein	For	Against	Against	Against	Votes AGAINST non-independent nominees Howard Jonas, Eric Cosentino, Judah Schorr and Liora Stein are warranted for lack of a majority independent board. Votes AGAINST Eric Cosentino and Judah Schorr are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Howard Jonas are also warranted for serving as a director on more than four public company boards. Votes AGAINST incumbent Audit Committee members Eric Cosentino, Michael Chenkin, and Judah Schorr are warranted for failing to include auditor ratification on the proxy ballot. A vote AGAINST incumbent compensation committee members Eric Cosentino, Michael Chenkin, and Judah Schorr is warranted in the absence of a say-on-pay proposal, because the company's change-in-control agreements with certain executives contain a modified single-trigger provision. Additionally, the company lacks certain risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and equity awards lack any performance-contingent pay elements. A vote AGAINST Eric Cosentino is further warranted for lack of diversity on the board.	
IDT Corporation	12/14/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 0.70 percent is acceptable.	
Inter Parfums, Inc.	09/09/2022	Management	1	Yes	Elect Director Jean Madar	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. WITHHOLD votes for nominating committee members Patrick Choel, Veronique Gabai-Pinsky, and Francois Heilbronn are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for audit committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Inter Parfums, Inc.	09/09/2022	Management	2	Yes	Elect Director Philippe Benacin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. WITHHOLD votes for nominating committee members Patrick Choel, Veronique Gabai-Pinsky, and Francois Heilbronn are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for audit committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	

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Inter Parfums, Inc.	09/09/2022	Management	3	Yes	Elect Director Philippe Santi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. WITHHOLD votes for nominating committee members Patrick Choel, Veronique Gabai-Pinsky, and Francois Heilbronn are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for audit committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Inter Parfums, Inc.	09/09/2022	Management	4	Yes	Elect Director Francois Heilbronn	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. WITHHOLD votes for nominating committee members Patrick Choel, Veronique Gabai-Pinsky, and Francois Heilbronn are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for audit committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Inter Parfums, Inc.	09/09/2022	Management	5	Yes	Elect Director Robert Bensoussan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. WITHHOLD votes for nominating committee members Patrick Choel, Veronique Gabai-Pinsky, and Francois Heilbronn are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for audit committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Inter Parfums, Inc.	09/09/2022	Management	6	Yes	Elect Director Patrick Choel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. WITHHOLD votes for nominating committee members Patrick Choel, Veronique Gabai-Pinsky, and Francois Heilbronn are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for audit committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Inter Parfums, Inc.	09/09/2022	Management	7	Yes	Elect Director Michel Dyens	For	For	For	For	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. WITHHOLD votes for nominating committee members Patrick Choel, Veronique Gabai-Pinsky, and Francois Heilbronn are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for audit committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	

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Inter Parfums, Inc.	09/09/2022	Management	8	Yes	Elect Director Veronique Gabai-Pinsky	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. WITHHOLD votes for nominating committee members Patrick Choel, Veronique Gabai-Pinsky, and Francois Heilbronn are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for audit committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	09/09/2022	Management	9	Yes	Elect Director Gilbert Harrison	For	For	For	For	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. WITHHOLD votes for nominating committee members Patrick Choel, Veronique Gabai-Pinsky, and Francois Heilbronn are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for audit committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	09/09/2022	Management	10	Yes	Elect Director Michel Atwood	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jean Madar, Michel Atwood, Philippe Benacin, Robert Bensoussan-Torres, Patrick Choel, Francois Heilbronn and Philippe Santi are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Choel and Francois Heilbronn are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Philippe Benacin are warranted for sitting on more than two boards while serving as CEO of a publicly listed company. WITHHOLD votes for nominating committee members Patrick Choel, Veronique Gabai-Pinsky, and Francois Heilbronn are warranted for lack of racial/ethnic diversity on the board. WITHHOLD votes for audit committee members Patrick Choel, Veronique Gabai-Pinsky and Francois Heilbronn are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Inter Parfums, Inc.	09/09/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Inter Parfums, Inc.	09/09/2022	Management	12	Yes	Amend Stock Option Plan	For	For	For	For	Based on an analysis of the plan amendments, a vote FOR this proposal is warranted.
iRobot Corporation	10/17/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The board's decision to forgo an auction process is a cause for concern, since investors lack market-based evidence that the deal presented in fact represents the best available alternative. The innate concerns that accompany a limited sale process are heightened by the discount implied by the offer to the trailing one-year high at announcement. These concerns are mitigated by the company's former meme stock status in early 2021, and IRBT's steady share price decline following earnings misses in 2022 making previous highs less relevant. Notwithstanding these concerns, support FOR the proposed transaction is warranted in light of the premium, the valuation, the downside risk of non-approval, and the fact that the merger consideration provides liquidity and certainty of value for shareholders.
iRobot Corporation	10/17/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double-trigger and reasonably based, and no excise tax gross-ups are payable. Unvested equity will be converted to cash awards and vesting will only accelerate upon a qualifying termination. Although NEOs may receive single-trigger cash transaction and retention bonuses, the CEO is not eligible for these bonuses.
iRobot Corporation	10/17/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Iteris, Inc.	09/08/2022	Management	1	Yes	Elect Director J. Joseph "Joe" Bergera	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Iteris, Inc.	09/08/2022	Management	2	Yes	Elect Director Gerard M. Mooney	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Iteris, Inc.	09/08/2022	Management	3	Yes	Elect Director Laura L. Siegal	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Iteris, Inc.	09/08/2022	Management	4	Yes	Elect Director Thomas L. Thomas	For	For	Against	Against	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Iteris, Inc.	09/08/2022	Management	5	Yes	Elect Director Dennis W. Zank	For	For	For	For	Votes AGAINST Thomas (Tom) Thomas are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Iteris, Inc.	09/08/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Iteris, Inc.	09/08/2022	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
James River Group Holdings, Ltd.	10/25/2022	Management	1	Yes	Elect Director Peter B. Migliorato	For	For	For	For	A vote FOR the director nominees is warranted.	
James River Group Holdings, Ltd.	10/25/2022	Management	2	Yes	Elect Director Ollie L. Sherman, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.	
James River Group Holdings, Ltd.	10/25/2022	Management	3	Yes	Elect Director Kirstin M. Gould	For	For	For	For	A vote FOR the director nominees is warranted.	
James River Group Holdings, Ltd.	10/25/2022	Management	4	Yes	Elect Director Michael T. Oakes	For	For	For	For	A vote FOR the director nominees is warranted.	
James River Group Holdings, Ltd.	10/25/2022	Management	5	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.	
James River Group Holdings, Ltd.	10/25/2022	Management	6	Yes	Approve Ernst and Young LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
James River Group Holdings, Ltd.	10/25/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
James River Group Holdings, Ltd.	10/25/2022	Management	8	Yes	Adopt Majority Voting for Uncontested Election of Directors	For	For	For	For	A vote FOR this proposal is warranted as a majority vote standard in uncontested director elections will provide shareholders with a more meaningful voice while improving director accountability.	
James River Group Holdings, Ltd.	10/25/2022	Management	9	Yes	Establish Range for Size of Board	For	For	For	For	A vote FOR this proposal is warranted as the proposed change does not appear motivated by a desire to entrench management.	
James River Group Holdings, Ltd.	10/25/2022	Management	10	Yes	Eliminate Supermajority Vote Requirement to Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.	
James River Group Holdings, Ltd.	10/25/2022	Management	11	Yes	Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement for mergers would enhance shareholder rights.	
James River Group Holdings, Ltd.	10/25/2022	Management	12	Yes	Amend Bylaws to Remove Voting Cut-Back	For	For	For	For	A vote FOR this proposal is warranted because it would enable major US-based shareholders to vote all the shares they own.	
James River Group Holdings, Ltd.	10/25/2022	Management	13	Yes	Amend Bylaws to Remove Provision Pertaining to Former Largest Shareholders	For	For	For	For	A vote FOR this proposal is warranted since it is primarily administrative in nature.	
James River Group Holdings, Ltd.	10/25/2022	Management	14	Yes	Amend Bylaws for General Updates	For	For	For	For	A vote FOR this proposal is warranted since it is primarily administrative in nature.	
James River Group Holdings, Ltd.	10/25/2022	Management	15	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.	
John B. Sanfilippo & Son, Inc.	11/03/2022	Management	1	Yes	Elect Director Pamela Forbes Lieberman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Ellen Taaffe are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Ellen Taaffe, Pamela Forbes Lieberman and Mercedes Romero are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's Class A common stock.	
John B. Sanfilippo & Son, Inc.	11/03/2022	Management	2	Yes	Elect Director Mercedes Romero	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Ellen Taaffe are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Ellen Taaffe, Pamela Forbes Lieberman and Mercedes Romero are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's Class A common stock.	



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John B. Sanfilippo & Son, Inc.	11/03/2022	Management	3	Yes	Elect Director Ellen C. Taaffe	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Ellen Taaffe are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Ellen Taaffe, Pamela Forbes Lieberman and Mercedes Romero are warranted given concerns regarding the committee's risk oversight function in light of the pledging of a significant amount of the company's Class A common stock.	
John B. Sanfilippo & Son, Inc.	11/03/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
John B. Sanfilippo & Son, Inc.	11/03/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
John Wiley & Sons, Inc.	09/29/2022	Management	1	Yes	Elect Director Beth A. Birnbaum	For	For	For	For	A vote FOR all director nominees is warranted.	
John Wiley & Sons, Inc.	09/29/2022	Management	2	Yes	Elect Director David C. Dobson	For	For	For	For	A vote FOR all director nominees is warranted.	
John Wiley & Sons, Inc.	09/29/2022	Management	3	Yes	Elect Director Brian O. Hemphill	For	For	For	For	A vote FOR all director nominees is warranted.	
John Wiley & Sons, Inc.	09/29/2022	Management	4	Yes	Elect Director Inder M. Singh	For	For	For	For	A vote FOR all director nominees is warranted.	
John Wiley & Sons, Inc.	09/29/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
John Wiley & Sons, Inc.	09/29/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
John Wiley & Sons, Inc.	09/29/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Kearny Financial Corp.	10/27/2022	Management	1	Yes	Elect Director John J. Mazur, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Mazur Jr. and John McGovern are warranted for lack of a majority independent board. WITHHOLD votes for John Mazur Jr. and John McGovern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating committee chair John Mazur Jr. for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Kearny Financial Corp.	10/27/2022	Management	2	Yes	Elect Director Raymond E. Chandonnet	For	For	For	For	WITHHOLD votes for non-independent nominees John Mazur Jr. and John McGovern are warranted for lack of a majority independent board. WITHHOLD votes for John Mazur Jr. and John McGovern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating committee chair John Mazur Jr. for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Kearny Financial Corp.	10/27/2022	Management	3	Yes	Elect Director John F. McGovern	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Mazur Jr. and John McGovern are warranted for lack of a majority independent board. WITHHOLD votes for John Mazur Jr. and John McGovern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating committee chair John Mazur Jr. for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Kearny Financial Corp.	10/27/2022	Management	4	Yes	Elect Director Christopher Petermann	For	For	For	For	WITHHOLD votes for non-independent nominees John Mazur Jr. and John McGovern are warranted for lack of a majority independent board. WITHHOLD votes for John Mazur Jr. and John McGovern are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for nominating committee chair John Mazur Jr. for lack of racial or ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.	
Kearny Financial Corp.	10/27/2022	Management	5	Yes	Ratify Crowe LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Kearny Financial Corp.	10/27/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Kennametal, Inc.	10/25/2022	Management	1	Yes	Elect Director Joseph Alvarado	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Kennametal, Inc.	10/25/2022	Management	2	Yes	Elect Director Cindy L. Davis	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Kennametal, Inc.	10/25/2022	Management	3	Yes	Elect Director William J. Harvey	For	For	Withhold	Withhold	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Kennametal, Inc.	10/25/2022	Management	4	Yes	Elect Director William M. Lambert	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Kennametal, Inc.	10/25/2022	Management	5	Yes	Elect Director Lorraine M. Martin	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Kennametal, Inc.	10/25/2022	Management	6	Yes	Elect Director Sagar A. Patel	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Kennametal, Inc.	10/25/2022	Management	7	Yes	Elect Director Christopher Rossi	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Kennametal, Inc.	10/25/2022	Management	8	Yes	Elect Director Lawrence W. Stranghoener	For	For	For	For	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Kennametal, Inc.	10/25/2022	Management	9	Yes	Elect Director Steven H. Wunning	For	For	Withhold	Withhold	WITHHOLD votes for William (Bill) Harvey and Steven Wunning are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Kennametal, Inc.	10/25/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Kennametal, Inc.	10/25/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Kewaunee Scientific Corporation	08/24/2022	Management	1	Yes	Elect Director Margaret B. Pyle	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Margaret Pyle are warranted for lack of a majority independent board. WITHHOLD votes for Margaret Pyle are also warranted for serving as a non-independent member of a key board committee. A vote FOR Donald F. Shaw is warranted.	
Kewaunee Scientific Corporation	08/24/2022	Management	2	Yes	Elect Director Donald F. Shaw	For	For	For	For	WITHHOLD votes for non-independent nominee Margaret Pyle are warranted for lack of a majority independent board. WITHHOLD votes for Margaret Pyle are also warranted for serving as a non-independent member of a key board committee. A vote FOR Donald F. Shaw is warranted.	
Kewaunee Scientific Corporation	08/24/2022	Management	3	Yes	Ratify FORVIS, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Kewaunee Scientific Corporation	08/24/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Key Tronic Corporation	10/27/2022	Management	1	Yes	Elect Director James R. Bean	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee. A vote FOR Subodh K. Kulkarni is warranted.	
Key Tronic Corporation	10/27/2022	Management	2	Yes	Elect Director Craig D. Gates	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee. A vote FOR Subodh K. Kulkarni is warranted.	
Key Tronic Corporation	10/27/2022	Management	3	Yes	Elect Director Ronald F. Klawitter	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee. A vote FOR Subodh K. Kulkarni is warranted.	
Key Tronic Corporation	10/27/2022	Management	4	Yes	Elect Director Subodh K. Kulkarni	For	For	For	For	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee. A vote FOR Subodh K. Kulkarni is warranted.	
Key Tronic Corporation	10/27/2022	Management	5	Yes	Elect Director Yacov A. Shamash	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee. A vote FOR Subodh K. Kulkarni is warranted.	

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Key Tronic Corporation	10/27/2022	Management	6	Yes	Elect Director Patrick Sweeney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Patrick Sweeney, Craig Gates, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are warranted for lack of a majority independent board. WITHHOLD votes for Patrick Sweeney, James (Jim) Bean, Ronald (Ron) Klawitter and Yacov Shamash are also warranted for serving as non-independent members of a key board committee. A vote FOR Subodh K. Kulkarni is warranted.	
Key Tronic Corporation	10/27/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Key Tronic Corporation	10/27/2022	Management	8	Yes	Ratify Moss Adams, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
KIMBALL ELECTRONICS, INC.	11/11/2022	Management	1	Yes	Elect Director Michele A. M. Holcomb	For	For	For	For	A vote FOR all director nominees is warranted.	
KIMBALL ELECTRONICS, INC.	11/11/2022	Management	2	Yes	Elect Director Holly A. Van Deursen	For	For	For	For	A vote FOR all director nominees is warranted.	
KIMBALL ELECTRONICS, INC.	11/11/2022	Management	3	Yes	Elect Director Tom G. Vadaketh	For	For	For	For	A vote FOR all director nominees is warranted.	
KIMBALL ELECTRONICS, INC.	11/11/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
KIMBALL ELECTRONICS, INC.	11/11/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Kimball International, Inc.	10/21/2022	Management	1	Yes	Elect Director Patrick E. Connolly	For	For	For	For	A vote FOR all director nominees is warranted.	
Kimball International, Inc.	10/21/2022	Management	2	Yes	Elect Director Kimberly K. Ryan	For	For	For	For	A vote FOR all director nominees is warranted.	
Kimball International, Inc.	10/21/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Kimball International, Inc.	10/21/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Kingstone Companies, Inc.	08/11/2022	Management	1	Yes	Elect Director Barry B. Goldstein	For	For	For	For	A vote FOR the director nominees is warranted.	
Kingstone Companies, Inc.	08/11/2022	Management	2	Yes	Elect Director Meryl S. Golden	For	For	For	For	A vote FOR the director nominees is warranted.	
Kingstone Companies, Inc.	08/11/2022	Management	3	Yes	Elect Director Floyd R. Tupper	For	For	For	For	A vote FOR the director nominees is warranted.	
Kingstone Companies, Inc.	08/11/2022	Management	4	Yes	Elect Director William L. Yankus	For	For	For	For	A vote FOR the director nominees is warranted.	
Kingstone Companies, Inc.	08/11/2022	Management	5	Yes	Elect Director Carla A. D'Andre	For	For	For	For	A vote FOR the director nominees is warranted.	
Kingstone Companies, Inc.	08/11/2022	Management	6	Yes	Elect Director Timothy P. McFadden	For	For	For	For	A vote FOR the director nominees is warranted.	
Kingstone Companies, Inc.	08/11/2022	Management	7	Yes	Ratify Marcum LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Kingstone Companies, Inc.	08/11/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The CEO's equity awards in the most recent fiscal year were entirely time-vesting. * Equity award arrangements provide for single-trigger vesting upon a change-in-control. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	
Korn Ferry	09/22/2022	Management	1	Yes	Elect Director Doyle N. Beneby	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Korn Ferry	09/22/2022	Management	2	Yes	Elect Director Laura M. Bishop	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Korn Ferry	09/22/2022	Management	3	Yes	Elect Director Gary D. Burnison	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Korn Ferry	09/22/2022	Management	4	Yes	Elect Director Charles L. Harrington	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Korn Ferry	09/22/2022	Management	5	Yes	Elect Director Jerry P. Leamon	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Korn Ferry	09/22/2022	Management	6	Yes	Elect Director Angel R. Martinez	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Korn Ferry	09/22/2022	Management	7	Yes	Elect Director Debra J. Perry	For	For	Against	Against	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Korn Ferry	09/22/2022	Management	8	Yes	Elect Director Lori J. Robinson	For	For	For	For	Votes AGAINST Debra Perry are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Korn Ferry	09/22/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, following last year's failed say-on-pay vote result, the compensation committee demonstrated sufficient responsiveness.
Korn Ferry	09/22/2022	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Korn Ferry	09/22/2022	Management	11	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Korn Ferry	09/22/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
La-Z-Boy Incorporated	08/30/2022	Management	1	Yes	Elect Director Erika L. Alexander	For	For	For	For	WITHHOLD votes for Janet Kerr and W. Alan McCollough are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/30/2022	Management	2	Yes	Elect Director Sarah M. Gallagher	For	For	For	For	WITHHOLD votes for Janet Kerr and W. Alan McCollough are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/30/2022	Management	3	Yes	Elect Director James P. Hackett	For	For	For	For	WITHHOLD votes for Janet Kerr and W. Alan McCollough are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/30/2022	Management	4	Yes	Elect Director Janet E. Kerr	For	For	Withhold	Withhold	WITHHOLD votes for Janet Kerr and W. Alan McCollough are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/30/2022	Management	5	Yes	Elect Director Michael T. Lawton	For	For	For	For	WITHHOLD votes for Janet Kerr and W. Alan McCollough are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/30/2022	Management	6	Yes	Elect Director W. Alan McCollough	For	For	Withhold	Withhold	WITHHOLD votes for Janet Kerr and W. Alan McCollough are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/30/2022	Management	7	Yes	Elect Director Rebecca L. O'Grady	For	For	For	For	WITHHOLD votes for Janet Kerr and W. Alan McCollough are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/30/2022	Management	8	Yes	Elect Director Lauren B. Peters	For	For	For	For	WITHHOLD votes for Janet Kerr and W. Alan McCollough are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/30/2022	Management	9	Yes	Elect Director Melinda D. Whittington	For	For	For	For	WITHHOLD votes for Janet Kerr and W. Alan McCollough are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
La-Z-Boy Incorporated	08/30/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
La-Z-Boy Incorporated	08/30/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
La-Z-Boy Incorporated	08/30/2022	Management	12	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Landec Corporation	11/01/2022	Management	1	Yes	Elect Director Katrina L. Houde	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for nominating committee chair Katrina Houde for apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Landec Corporation	11/01/2022	Management	2	Yes	Elect Director Nelson Obus	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Katrina Houde for apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Landec Corporation	11/01/2022	Management	3	Yes	Elect Director Jeffrey L. Edwards	For	For	For	For	WITHHOLD votes are warranted for nominating committee chair Katrina Houde for apparent lack of racial/ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
Landec Corporation	11/01/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Landec Corporation	11/01/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Landec Corporation	11/01/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * The company's three-year average burn rate is excessive.
Lantronix, Inc.	11/08/2022	Management	1	Yes	Elect Director Paul Pickle	For	For	For	For	Votes AGAINST Hoshi Printer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Lantronix, Inc.	11/08/2022	Management	2	Yes	Elect Director Jason Cohenour	For	For	For	For	Votes AGAINST Hoshi Printer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lantronix, Inc.	11/08/2022	Management	3	Yes	Elect Director Paul F. Folino	For	For	For	For	Votes AGAINST Hoshi Printer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lantronix, Inc.	11/08/2022	Management	4	Yes	Elect Director Phu Hoang	For	For	For	For	Votes AGAINST Hoshi Printer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lantronix, Inc.	11/08/2022	Management	5	Yes	Elect Director Heidi Nguyen	For	For	For	For	Votes AGAINST Hoshi Printer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lantronix, Inc.	11/08/2022	Management	6	Yes	Elect Director Hoshi Printer	For	For	Against	Against	Votes AGAINST Hoshi Printer are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Lantronix, Inc.	11/08/2022	Management	7	Yes	Ratify Baker Tilly US, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lantronix, Inc.	11/08/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Lantronix, Inc.	11/08/2022	Management	9	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Lantronix, Inc.	11/08/2022	Management	10	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Legacy Housing Corporation	11/29/2022	Management	1	Yes	Elect Director Curtis D. Hodgson	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member Jeffrey (Jeff) Stouder given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Nominating Committee chair Joseph Lane for lack of gender diversity on the board. A vote FOR the remaining nominees is warranted.
Legacy Housing Corporation	11/29/2022	Management	2	Yes	Elect Director Kenneth E. Shipley	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member Jeffrey (Jeff) Stouder given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Nominating Committee chair Joseph Lane for lack of gender diversity on the board. A vote FOR the remaining nominees is warranted.
Legacy Housing Corporation	11/29/2022	Management	3	Yes	Elect Director Jeffrey K. Stouder	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee member Jeffrey (Jeff) Stouder given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Nominating Committee chair Joseph Lane for lack of gender diversity on the board. A vote FOR the remaining nominees is warranted.
Legacy Housing Corporation	11/29/2022	Management	4	Yes	Elect Director Joseph P. Lane	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent Governance Committee member Jeffrey (Jeff) Stouder given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Nominating Committee chair Joseph Lane for lack of gender diversity on the board. A vote FOR the remaining nominees is warranted.
Legacy Housing Corporation	11/29/2022	Management	5	Yes	Elect Director Francisco J. Coll	For	For	For	For	WITHHOLD votes are warranted for incumbent Governance Committee member Jeffrey (Jeff) Stouder given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes are warranted for Nominating Committee chair Joseph Lane for lack of gender diversity on the board. A vote FOR the remaining nominees is warranted.
Legacy Housing Corporation	11/29/2022	Management	6	Yes	Ratify Daszkal Bolton, LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
LifeVantage Corporation	11/10/2022	Management	1	Yes	Elect Director Michael A. Beindorff	For	For	For	For	Votes AGAINST Garry Mauro are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LifeVantage Corporation	11/10/2022	Management	2	Yes	Elect Director Erin Brockovich	For	For	For	For	Votes AGAINST Garry Mauro are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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LifeVantage Corporation	11/10/2022	Management	3	Yes	Elect Director Steven R. Fife	For	For	For	For	Votes AGAINST Garry Mauro are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LifeVantage Corporation	11/10/2022	Management	4	Yes	Elect Director Raymond B. Greer	For	For	For	For	Votes AGAINST Garry Mauro are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LifeVantage Corporation	11/10/2022	Management	5	Yes	Elect Director Cynthia Latham	For	For	For	For	Votes AGAINST Garry Mauro are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LifeVantage Corporation	11/10/2022	Management	6	Yes	Elect Director Darwin K. Lewis	For	For	For	For	Votes AGAINST Garry Mauro are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LifeVantage Corporation	11/10/2022	Management	7	Yes	Elect Director Garry Mauro	For	For	Against	Against	Votes AGAINST Garry Mauro are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
LifeVantage Corporation	11/10/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
LifeVantage Corporation	11/10/2022	Management	9	Yes	Ratify WSRP, LLC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
LifeVantage Corporation	11/10/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 17.39 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
LivePerson, Inc.	08/04/2022	Management	1	Yes	Elect Director Ernest Cu	For	For	For	For	WITHHOLD votes for non-independent nominee William (Bill) Wesemann are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Jill Layfield and William (Bill) Wesemann are warranted due to the significant pledging of company shares by the CEO, which represents a material risk to shareholders and calls into question the committee's oversight of risk. A vote FOR Ernest Cu is warranted.
LivePerson, Inc.	08/04/2022	Management	2	Yes	Elect Director Jill Layfield	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee William (Bill) Wesemann are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Jill Layfield and William (Bill) Wesemann are warranted due to the significant pledging of company shares by the CEO, which represents a material risk to shareholders and calls into question the committee's oversight of risk. A vote FOR Ernest Cu is warranted.
LivePerson, Inc.	08/04/2022	Management	3	Yes	Elect Director William G. Wesemann	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee William (Bill) Wesemann are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. WITHHOLD votes for Audit Committee members Jill Layfield and William (Bill) Wesemann are warranted due to the significant pledging of company shares by the CEO, which represents a material risk to shareholders and calls into question the committee's oversight of risk. A vote FOR Ernest Cu is warranted.
LivePerson, Inc.	08/04/2022	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
LivePerson, Inc.	08/04/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
LiveRamp Holdings, Inc.	08/09/2022	Management	1	Yes	Elect Director Clark M. Kokich	For	For	Against	Against	Votes AGAINST Clark Kokich are warranted for serving as a non-independent member of a key board committee. A vote FOR Kamakshi Sivaramakrishnan is warranted.
LiveRamp Holdings, Inc.	08/09/2022	Management	2	Yes	Elect Director Kamakshi Sivaramakrishnan	For	For	For	For	Votes AGAINST Clark Kokich are warranted for serving as a non-independent member of a key board committee. A vote FOR Kamakshi Sivaramakrishnan is warranted.
LiveRamp Holdings, Inc.	08/09/2022	Management	3	Yes	Amend Omnibus Stock Plan	For	Against	For	For	A vote FOR this proposal is warranted, as no issues concerning the features of the plan were identified.
LiveRamp Holdings, Inc.	08/09/2022	Management	4	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
LiveRamp Holdings, Inc.	08/09/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
LiveRamp Holdings, Inc.	08/09/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



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LSI Industries Inc.	11/01/2022	Management	1	Yes	Elect Director Robert P. Beech	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O’Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
LSI Industries Inc.	11/01/2022	Management	2	Yes	Elect Director Ronald D. Brown	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O’Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
LSI Industries Inc.	11/01/2022	Management	3	Yes	Elect Director James A. Clark	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O’Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
LSI Industries Inc.	11/01/2022	Management	4	Yes	Elect Director Amy L. Hanson	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O’Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
LSI Industries Inc.	11/01/2022	Management	5	Yes	Elect Director Chantel E. Lenard	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O’Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
LSI Industries Inc.	11/01/2022	Management	6	Yes	Elect Director Ernest W. Marshall, Jr.	For	For	For	For	WITHHOLD votes for Wilfred (Bill) O’Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
LSI Industries Inc.	11/01/2022	Management	7	Yes	Elect Director Wilfred T. O’Gara	For	For	Withhold	Withhold	WITHHOLD votes for Wilfred (Bill) O’Gara are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
LSI Industries Inc.	11/01/2022	Management	8	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor’s tenure at the company exceeds seven years.	
LSI Industries Inc.	11/01/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
LSI Industries Inc.	11/01/2022	Management	10	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns about the company's past use of shares.	
LSI Industries Inc.	11/01/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 19.63 percent is excessive; and * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Lumentum Holdings Inc.	11/16/2022	Management	1	Yes	Elect Director Penelope A. Herscher	For	For	For	For	A vote FOR all director nominees is warranted.	
Lumentum Holdings Inc.	11/16/2022	Management	2	Yes	Elect Director Harold L. Covert	For	For	For	For	A vote FOR all director nominees is warranted.	
Lumentum Holdings Inc.	11/16/2022	Management	3	Yes	Elect Director Isaac H. Harris	For	For	For	For	A vote FOR all director nominees is warranted.	
Lumentum Holdings Inc.	11/16/2022	Management	4	Yes	Elect Director Julia S. Johnson	For	For	For	For	A vote FOR all director nominees is warranted.	
Lumentum Holdings Inc.	11/16/2022	Management	5	Yes	Elect Director Brian J. Lillie	For	For	For	For	A vote FOR all director nominees is warranted.	
Lumentum Holdings Inc.	11/16/2022	Management	6	Yes	Elect Director Alan S. Lowe	For	For	For	For	A vote FOR all director nominees is warranted.	
Lumentum Holdings Inc.	11/16/2022	Management	7	Yes	Elect Director Ian S. Small	For	For	For	For	A vote FOR all director nominees is warranted.	
Lumentum Holdings Inc.	11/16/2022	Management	8	Yes	Elect Director Janet S. Wong	For	For	For	For	A vote FOR all director nominees is warranted.	
Lumentum Holdings Inc.	11/16/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Lumentum Holdings Inc.	11/16/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 6.82 percent is acceptable.	
Lumentum Holdings Inc.	11/16/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Madison Square Garden Entertainment Corp.	12/06/2022	Management	1	Yes	Elect Director Martin Bandier	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights.	
Madison Square Garden Entertainment Corp.	12/06/2022	Management	2	Yes	Elect Director Joseph J. Lhota	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights.	
Madison Square Garden Entertainment Corp.	12/06/2022	Management	3	Yes	Elect Director Joel M. Litvin	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights.	
Madison Square Garden Entertainment Corp.	12/06/2022	Management	4	Yes	Elect Director Frederic V. Salerno	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights.	
Madison Square Garden Entertainment Corp.	12/06/2022	Management	5	Yes	Elect Director John L. Sykes	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for all director nominees given the board's failure to remove, or subject to a sunset requirement, the dual-class capital structure which adversely impacts shareholder rights.	
Madison Square Garden Entertainment Corp.	12/06/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	

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Madison Square Garden Entertainment Corp.	12/06/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Madison Square Garden Entertainment Corp.	12/06/2022	Management	8	Yes	Amend Non-Employee Director Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The shareholder value transfer appears to be within a reasonable range; * The plan does not allow for repricing of stock options without prior shareholder approval; and * The equity burn rate is reasonable.
Madison Square Garden Entertainment Corp.	12/06/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are significant disclosure concerns identified, as the company does not disclose quantified goals for the financial metrics utilized in the STI or LTI program. In addition, a significant portion of the STI is based on strategic objectives. Concerns are also raised regarding the magnitude of the CEO's base salary, target STI opportunity, and equity award value. In addition, the company provided an inordinate amount of perquisites to the CEO, including large personal use of corporate aircraft and automobile perks. Furthermore, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.
Madison Square Garden Sports Corp.	12/09/2022	Management	1	Yes	Elect Director Joseph M. Cohen	For	For	For	For	A vote FOR all director nominees is warranted.
Madison Square Garden Sports Corp.	12/09/2022	Management	2	Yes	Elect Director Richard D. Parsons	For	For	For	For	A vote FOR all director nominees is warranted.
Madison Square Garden Sports Corp.	12/09/2022	Management	3	Yes	Elect Director Nelson Peltz	For	For	For	For	A vote FOR all director nominees is warranted.
Madison Square Garden Sports Corp.	12/09/2022	Management	4	Yes	Elect Director Ivan Seidenberg	For	For	For	For	A vote FOR all director nominees is warranted.
Madison Square Garden Sports Corp.	12/09/2022	Management	5	Yes	Elect Director Anthony J. Vinciquerra	For	For	For	For	A vote FOR all director nominees is warranted.
Madison Square Garden Sports Corp.	12/09/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Madison Square Garden Sports Corp.	12/09/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. An NEO received sizable severance and accelerated vesting of all outstanding equity awards upon a resignation which does not appear involuntary. Additionally, the company provided an inordinate amount of personal use of corporate aircraft and automobile-related perquisites to the CEO, and the company lacks certain risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.
Madison Square Garden Sports Corp.	12/09/2022	Management	8	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Malibu Boats, Inc.	11/03/2022	Management	1	Yes	Elect Director Michael K. Hooks	For	For	For	For	A vote FOR all director nominees is warranted.
Malibu Boats, Inc.	11/03/2022	Management	2	Yes	Elect Director Jack D. Springer	For	For	For	For	A vote FOR all director nominees is warranted.
Malibu Boats, Inc.	11/03/2022	Management	3	Yes	Elect Director John E. Stokely	For	For	For	For	A vote FOR all director nominees is warranted.
Malibu Boats, Inc.	11/03/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Malibu Boats, Inc.	11/03/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Mandiant, Inc.	07/07/2022	Management	1	Yes	Elect Director Kevin R. Mandia	For	For	Against	Against	Votes AGAINST incumbent director nominees Enrique Salem and Kevin Mandia are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.
Mandiant, Inc.	07/07/2022	Management	2	Yes	Elect Director Enrique Salem	For	For	Against	Against	Votes AGAINST incumbent director nominees Enrique Salem and Kevin Mandia are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.
Mandiant, Inc.	07/07/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mandiant, Inc.	07/07/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual-cycle equity awards are half performance-based, the majority of the grants use annual performance periods. Investors generally prefer for a majority of equity to be based on multi-year performance goals. Further, for FY21 grants, the annual performance period was further shortened due to the sale of a business. While adjusting metrics upon a significant sale is not unusual, in this case, this resulted in a portion of long-term incentives vesting above target based on performance over a relatively short timeframe. Lastly, the COO received an oversized new hire equity award, resulting in him being the most highly compensated NEO.

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Mandiant, Inc.	07/07/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
ManTech International Corporation	09/07/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The board appears to have conducted an adequate process, the offer represents a 31.4 percent premium to the unaffected price, the all-cash consideration provides liquidity and certainty of value, and there appears to be downside risk of non-approval. In light of these factors, a vote FOR the proposed transaction is warranted.	
ManTech International Corporation	09/07/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. NEOs are expected to receive sizable single-trigger cash payments which do not require a qualifying termination, pursuant to recently amended agreements. In addition, single-trigger accelerated equity awards include recent grants.	
ManTech International Corporation	09/07/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants shareholder support.	
Marchex, Inc.	09/29/2022	Management	1	Yes	Elect Director Dennis Cline	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Russell Horowitz, Dennis Cline and M. Wayne Wisehart are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Cline and M. Wayne Wisehart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis Cline, Donald Cogsville and M. Wayne Wisehart are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for compensation committee members Dennis Cline, Donald Cogsville, and M. Wayne Wisehart are warranted in the absence of a say-on-pay proposal because the company maintains legacy agreements that contain a single-trigger change in control provision. Further, equity awards to the CEO lack any performance-contingent pay elements and the company lacks risk-mitigating provisions in its compensation program.	
Marchex, Inc.	09/29/2022	Management	2	Yes	Elect Director Donald Cogsville	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Russell Horowitz, Dennis Cline and M. Wayne Wisehart are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Cline and M. Wayne Wisehart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis Cline, Donald Cogsville and M. Wayne Wisehart are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for compensation committee members Dennis Cline, Donald Cogsville, and M. Wayne Wisehart are warranted in the absence of a say-on-pay proposal because the company maintains legacy agreements that contain a single-trigger change in control provision. Further, equity awards to the CEO lack any performance-contingent pay elements and the company lacks risk-mitigating provisions in its compensation program.	
Marchex, Inc.	09/29/2022	Management	3	Yes	Elect Director Russell C. Horowitz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Russell Horowitz, Dennis Cline and M. Wayne Wisehart are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Cline and M. Wayne Wisehart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis Cline, Donald Cogsville and M. Wayne Wisehart are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for compensation committee members Dennis Cline, Donald Cogsville, and M. Wayne Wisehart are warranted in the absence of a say-on-pay proposal because the company maintains legacy agreements that contain a single-trigger change in control provision. Further, equity awards to the CEO lack any performance-contingent pay elements and the company lacks risk-mitigating provisions in its compensation program.	

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Marchex, Inc.	09/29/2022	Management	4	Yes	Elect Director M. Wayne Wisehart	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Russell Horowitz, Dennis Cline and M. Wayne Wisehart are warranted for lack of a majority independent board. WITHHOLD votes for Dennis Cline and M. Wayne Wisehart are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members Dennis Cline, Donald Cogsville and M. Wayne Wisehart are warranted for failing to include auditor ratification on the proxy ballot. WITHHOLD votes for compensation committee members Dennis Cline, Donald Cogsville, and M. Wayne Wisehart are warranted in the absence of a say-on-pay proposal because the company maintains legacy agreements that contain a single-trigger change in control provision. Further, equity awards to the CEO lack any performance-contingent pay elements and the company lacks risk-mitigating provisions in its compensation program.	
Mastercraft Boat Holdings, Inc.	10/25/2022	Management	1	Yes	Elect Director W. Patrick Battle	For	For	For	For	A vote FOR director nominee Roch Lambert is warranted.	
Mastercraft Boat Holdings, Inc.	10/25/2022	Management	2	Yes	Elect Director Jaclyn Baumgarten	For	For	For	For	A vote FOR director nominee Roch Lambert is warranted.	
Mastercraft Boat Holdings, Inc.	10/25/2022	Management	3	Yes	Elect Director Frederick A. Brightbill	For	For	For	For	A vote FOR director nominee Roch Lambert is warranted.	
Mastercraft Boat Holdings, Inc.	10/25/2022	Management	4	Yes	Elect Director Donald C. Campion	For	For	For	For	A vote FOR director nominee Roch Lambert is warranted.	
Mastercraft Boat Holdings, Inc.	10/25/2022	Management	5	Yes	Elect Director Jennifer Deason	For	For	For	For	A vote FOR director nominee Roch Lambert is warranted.	
Mastercraft Boat Holdings, Inc.	10/25/2022	Management	6	Yes	Elect Director Roch Lambert	For	For	For	For	A vote FOR director nominee Roch Lambert is warranted.	
Mastercraft Boat Holdings, Inc.	10/25/2022	Management	7	Yes	Elect Director Peter G. Leemputte	For	For	For	For	A vote FOR director nominee Roch Lambert is warranted.	
Mastercraft Boat Holdings, Inc.	10/25/2022	Management	8	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Mastercraft Boat Holdings, Inc.	10/25/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	
Matrix Service Company	12/05/2022	Management	1	Yes	Elect Director Jose L. Bustamante	For	For	For	For	A vote FOR all director nominees is warranted.	
Matrix Service Company	12/05/2022	Management	2	Yes	Elect Director Martha Z. Carnes	For	For	For	For	A vote FOR all director nominees is warranted.	
Matrix Service Company	12/05/2022	Management	3	Yes	Elect Director John D. Chandler	For	For	For	For	A vote FOR all director nominees is warranted.	
Matrix Service Company	12/05/2022	Management	4	Yes	Elect Director Carlin G. Conner	For	For	For	For	A vote FOR all director nominees is warranted.	
Matrix Service Company	12/05/2022	Management	5	Yes	Elect Director John R. Hewitt	For	For	For	For	A vote FOR all director nominees is warranted.	
Matrix Service Company	12/05/2022	Management	6	Yes	Elect Director Liane K. Hinrichs	For	For	For	For	A vote FOR all director nominees is warranted.	
Matrix Service Company	12/05/2022	Management	7	Yes	Elect Director James H. Miller	For	For	For	For	A vote FOR all director nominees is warranted.	
Matrix Service Company	12/05/2022	Management	8	Yes	Elect Director Jim W. Mogg	For	For	For	For	A vote FOR all director nominees is warranted.	
Matrix Service Company	12/05/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Matrix Service Company	12/05/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the misalignment between pay and performance is mitigated at this time. Annual incentives were based on pre-set financial goals, no payouts were paid when goals were not met, and the company applied negative discretion to the payouts under the safety goals component. In addition, majority of the equity awards are performance-based, and no awards were earned for the prior performance cycle in line with company performance.	
Matrix Service Company	12/05/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Matrix Service Company	12/05/2022	Management	12	Yes	Amend Certificate of Incorporation to Allow Exculpation of Officers	For	For	For	For	A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.	
Mercury Systems, Inc.	10/26/2022	Management	1	Yes	Elect Director William L. Ballhaus	For	For	For	For	A vote FOR all director nominees is warranted.	
Mercury Systems, Inc.	10/26/2022	Management	2	Yes	Elect Director Lisa S. Disbrow	For	For	For	For	A vote FOR all director nominees is warranted.	
Mercury Systems, Inc.	10/26/2022	Management	3	Yes	Elect Director Howard L. Lance	For	For	For	For	A vote FOR all director nominees is warranted.	
Mercury Systems, Inc.	10/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO pay was elevated for the year in review, as the company granted FY23 equity awards and additional retention grants. The awards were half time-vesting and the performance-based portion shared the same performance period and goals as the annual equity grants. Lastly, target vesting for median performance is not viewed as a rigorous performance goal, particularly given the aggregate magnitude of the equity grants.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Mercury Systems, Inc.	10/26/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's three-year average burn rate is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Mercury Systems, Inc.	10/26/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mercury Systems, Inc.	10/26/2022	Management	7	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Meridian Bioscience, Inc.	10/10/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this transaction is warranted. The company conducted a reasonably thorough sales process prior to agreeing to the proposed transaction with the buyer consortium, the per-share consideration is above the all-time high, and the cash consideration offers certainty of value in the face of downside risk to the standalone case for a medical testing company as COVID-19 testing winds down.
Meridian Bioscience, Inc.	10/10/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although equity awards, including performance shares, will be automatically accelerated upon the merger close, cash severance is double trigger and of a reasonable basis. In addition, no excise tax gross-ups are payable.
Meridian Bioscience, Inc.	10/10/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that the underlying transaction merits support.
Methode Electronics, Inc.	09/14/2022	Management	1	Yes	Elect Director Walter J. Aspatore	For	Against	Against	Against	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Walter Aspatore, Brian Cadwallader, and Bruce Crowther are warranted given that the compensation committee has not demonstrated sufficient responsiveness to the relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/14/2022	Management	2	Yes	Elect Director David P. Blom	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Walter Aspatore, Brian Cadwallader, and Bruce Crowther are warranted given that the compensation committee has not demonstrated sufficient responsiveness to the relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/14/2022	Management	3	Yes	Elect Director Therese M. Bobek	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Walter Aspatore, Brian Cadwallader, and Bruce Crowther are warranted given that the compensation committee has not demonstrated sufficient responsiveness to the relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/14/2022	Management	4	Yes	Elect Director Brian J. Cadwallader	For	Against	Against	Against	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Walter Aspatore, Brian Cadwallader, and Bruce Crowther are warranted given that the compensation committee has not demonstrated sufficient responsiveness to the relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/14/2022	Management	5	Yes	Elect Director Bruce K. Crowther	For	Against	Against	Against	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Walter Aspatore, Brian Cadwallader, and Bruce Crowther are warranted given that the compensation committee has not demonstrated sufficient responsiveness to the relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/14/2022	Management	6	Yes	Elect Director Darren M. Dawson	For	For	Against	Against	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Walter Aspatore, Brian Cadwallader, and Bruce Crowther are warranted given that the compensation committee has not demonstrated sufficient responsiveness to the relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.

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Methode Electronics, Inc.	09/14/2022	Management	7	Yes	Elect Director Donald W. Duda	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Walter Aspatore, Brian Cadwallader, and Bruce Crowther are warranted given that the compensation committee has not demonstrated sufficient responsiveness to the relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/14/2022	Management	8	Yes	Elect Director Janie Goddard	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Walter Aspatore, Brian Cadwallader, and Bruce Crowther are warranted given that the compensation committee has not demonstrated sufficient responsiveness to the relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/14/2022	Management	9	Yes	Elect Director Mary A. Lindsey	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Walter Aspatore, Brian Cadwallader, and Bruce Crowther are warranted given that the compensation committee has not demonstrated sufficient responsiveness to the relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/14/2022	Management	10	Yes	Elect Director Angelo V. Pantaleo	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Walter Aspatore, Brian Cadwallader, and Bruce Crowther are warranted given that the compensation committee has not demonstrated sufficient responsiveness to the relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/14/2022	Management	11	Yes	Elect Director Mark D. Schwabero	For	For	For	For	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Walter Aspatore, Brian Cadwallader, and Bruce Crowther are warranted given that the compensation committee has not demonstrated sufficient responsiveness to the relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/14/2022	Management	12	Yes	Elect Director Lawrence B. Skatoff	For	For	Against	Against	Votes AGAINST Walter Aspatore, Darren Dawson and Lawrence Skatoff are warranted for serving as non-independent members of a key board committee. Votes AGAINST incumbent compensation committee members Walter Aspatore, Brian Cadwallader, and Bruce Crowther are warranted given that the compensation committee has not demonstrated sufficient responsiveness to the relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
Methode Electronics, Inc.	09/14/2022	Management	13	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 16.90 percent is excessive.
Methode Electronics, Inc.	09/14/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Methode Electronics, Inc.	09/14/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. In response to relatively low support for last year's say-on-pay proposal, the compensation committee engaged with shareholders and disclosed specific shareholder feedback, but did not take any meaningful action to address shareholder concerns. Therefore, the committee did not demonstrate sufficient responsiveness to last year's say-on-pay vote result. A pay-for-performance misalignment exists for the year under review, though mitigating factors have been identified. Although a concern is noted regarding goal rigor, annual incentives are sufficiently performance-based and the company refrained from granting equity awards to the NEOs after they received substantial front-loaded awards the prior year.
Milestone Pharmaceuticals Inc.	07/05/2022	Management	1	Yes	Elect Director Joseph Oliveto	For	For	For	For	A vote FOR all director nominees is warranted.
Milestone Pharmaceuticals Inc.	07/05/2022	Management	2	Yes	Elect Director Lisa M. Giles	For	For	For	For	A vote FOR all director nominees is warranted.



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Milestone Pharmaceuticals Inc.	07/05/2022	Management	3	Yes	Elect Director Richard Pasternak	For	For	For	For	A vote FOR all director nominees is warranted.
Milestone Pharmaceuticals Inc.	07/05/2022	Management	4	Yes	Elect Director Debra K. Liebert	For	For	For	For	A vote FOR all director nominees is warranted.
Milestone Pharmaceuticals Inc.	07/05/2022	Management	5	Yes	Elect Director Michael Tomsicek	For	For	For	For	A vote FOR all director nominees is warranted.
Milestone Pharmaceuticals Inc.	07/05/2022	Management	6	Yes	Elect Director Robert J. Wills	For	For	For	For	A vote FOR all director nominees is warranted.
Milestone Pharmaceuticals Inc.	07/05/2022	Management	7	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Withhold	Withhold	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Milestone Pharmaceuticals Inc.	07/05/2022	Management	8	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	WITHHOLD votes for this proposal are warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 31.93 percent is excessive. * The plan permits repricing and exchange of grants without prior shareholder approval. * The plan permits cash buyout of awards without prior shareholder approval. * The plan has an automatic share replenishment feature.
Miller Industries, Inc.	09/23/2022	Management	1	Yes	Elect Director Theodore H. Ashford, III	For	Withhold	Withhold	Withhold	A vote FOR for this proposal is warranted as pay and performance are reasonably aligned at this time. WITHHOLD votes for non-independent nominee Michael Volkema are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Miller Industries, Inc.	09/23/2022	Management	2	Yes	Elect Director A. Russell Chandler, III	For	For	Withhold	Withhold	
Miller Industries, Inc.	09/23/2022	Management	3	Yes	Elect Director William G. Miller	For	For	Withhold	Withhold	
Miller Industries, Inc.	09/23/2022	Management	4	Yes	Elect Director William G. Miller, II	For	For	Withhold	Withhold	
Miller Industries, Inc.	09/23/2022	Management	5	Yes	Elect Director Richard H. Roberts	For	For	Withhold	Withhold	
Miller Industries, Inc.	09/23/2022	Management	6	Yes	Elect Director Leigh Walton	For	For	Withhold	Withhold	
Miller Industries, Inc.	09/23/2022	Management	7	Yes	Elect Director Deborah L. Whitmire	For	For	Withhold	Withhold	
Miller Industries, Inc.	09/23/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	
MillerKnoll, Inc.	10/17/2022	Management	1	Yes	Elect Director Lisa A. Kro	For	For	For	For	WITHHOLD votes for non-independent nominee Michael Volkema are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
MillerKnoll, Inc.	10/17/2022	Management	2	Yes	Elect Director Michael C. Smith	For	For	For	For	WITHHOLD votes for non-independent nominee Michael Volkema are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
MillerKnoll, Inc.	10/17/2022	Management	3	Yes	Elect Director Michael A. Volkema	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Michael Volkema are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
MillerKnoll, Inc.	10/17/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
MillerKnoll, Inc.	10/17/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.
Modine Manufacturing Company	07/21/2022	Management	1	Yes	Elect Director Neil D. Brinker	For	For	Against	Against	Votes AGAINST non-independent nominee Neil Brinker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Modine Manufacturing Company	07/21/2022	Management	2	Yes	Elect Director Katherine C. Harper	For	For	For	For	Votes AGAINST non-independent nominee Neil Brinker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Modine Manufacturing Company	07/21/2022	Management	3	Yes	Elect Director David J. Wilson	For	For	For	For	Votes AGAINST non-independent nominee Neil Brinker are warranted for lack of a majority independent board. A vote FOR the remaining director nominees is warranted.
Modine Manufacturing Company	07/21/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Modine Manufacturing Company	07/21/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.
Modine Manufacturing Company	07/21/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Nathan's Famous, Inc.	09/13/2022	Management	1	Yes	Elect Director Robert J. Eide	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gattoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Howard Lorber are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for compensation committee members Robert (Bob) Eide, Brian Genson, and Barry Leistner are warranted due to concerns regarding the company's compensation practices. A vote FOR Andrew M. Levine is warranted.

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Nathan's Famous, Inc.	09/13/2022	Management	2	Yes	Elect Director Eric Gatoff	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Howard Lorber are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for compensation committee members Robert (Bob) Eide, Brian Genson, and Barry Leistner are warranted due to concerns regarding the company's compensation practices. A vote FOR Andrew M. Levine is warranted.	
Nathan's Famous, Inc.	09/13/2022	Management	3	Yes	Elect Director Brian S. Genson	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Howard Lorber are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for compensation committee members Robert (Bob) Eide, Brian Genson, and Barry Leistner are warranted due to concerns regarding the company's compensation practices. A vote FOR Andrew M. Levine is warranted.	
Nathan's Famous, Inc.	09/13/2022	Management	4	Yes	Elect Director Barry Leistner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Howard Lorber are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for compensation committee members Robert (Bob) Eide, Brian Genson, and Barry Leistner are warranted due to concerns regarding the company's compensation practices. A vote FOR Andrew M. Levine is warranted.	
Nathan's Famous, Inc.	09/13/2022	Management	5	Yes	Elect Director Andrew M. Levine	For	For	For	For	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Howard Lorber are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for compensation committee members Robert (Bob) Eide, Brian Genson, and Barry Leistner are warranted due to concerns regarding the company's compensation practices. A vote FOR Andrew M. Levine is warranted.	
Nathan's Famous, Inc.	09/13/2022	Management	6	Yes	Elect Director Howard M. Lorber	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Howard Lorber are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for compensation committee members Robert (Bob) Eide, Brian Genson, and Barry Leistner are warranted due to concerns regarding the company's compensation practices. A vote FOR Andrew M. Levine is warranted.	

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Nathan's Famous, Inc.	09/13/2022	Management	7	Yes	Elect Director Wayne Norbitz	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Howard Lorber are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for compensation committee members Robert (Bob) Eide, Brian Genson, and Barry Leistner are warranted due to concerns regarding the company's compensation practices. A vote FOR Andrew M. Levine is warranted.
Nathan's Famous, Inc.	09/13/2022	Management	8	Yes	Elect Director A. F. Petrocelli	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Howard Lorber are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for compensation committee members Robert (Bob) Eide, Brian Genson, and Barry Leistner are warranted due to concerns regarding the company's compensation practices. A vote FOR Andrew M. Levine is warranted.
Nathan's Famous, Inc.	09/13/2022	Management	9	Yes	Elect Director Charles Raich	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Lorber, Eric Gatoff, Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner, Wayne Norbitz and Charles Raich are warranted for lack of a majority independent board. WITHHOLD votes for Attilio (A.F.) Petrocelli, Robert (Bob) Eide, Brian Genson, Barry Leistner and Charles Raich are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Howard Lorber are further warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for compensation committee members Robert (Bob) Eide, Brian Genson, and Barry Leistner are warranted due to concerns regarding the company's compensation practices. A vote FOR Andrew M. Levine is warranted.
Nathan's Famous, Inc.	09/13/2022	Management	10	Yes	Ratify Marcum LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
National Beverage Corp.	10/07/2022	Management	1	Yes	Elect Director Cecil D. Conlee	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Cecil Conlee and Stanley Sheridan are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee member Stanley Sheridan are warranted for failing to establish gender diversity and racial and/or ethnic diversity on the board. WITHHOLD votes for incumbent Audit Committee members Cecil Conlee and Stanley Sheridan are further warranted for failing to include auditor ratification on the proxy ballot.
National Beverage Corp.	10/07/2022	Management	2	Yes	Elect Director Stanley M. Sheridan	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Cecil Conlee and Stanley Sheridan are warranted for lack of a majority independent board and for serving as non-independent members of a key board committee. WITHHOLD votes for Nominating Committee member Stanley Sheridan are warranted for failing to establish gender diversity and racial and/or ethnic diversity on the board. WITHHOLD votes for incumbent Audit Committee members Cecil Conlee and Stanley Sheridan are further warranted for failing to include auditor ratification on the proxy ballot.
Natural Alternatives International, Inc.	12/02/2022	Management	1	Yes	Elect Director Alan G. Dunn	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Alan Dunn are warranted for lack of a majority independent board. WITHHOLD votes for Alan Dunn are also warranted for serving as a non-independent member of a key board committee.
Natural Alternatives International, Inc.	12/02/2022	Management	2	Yes	Ratify Haskell & White LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Natural Alternatives International, Inc.	12/02/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; * The company does not disclose any pre-set metrics and goals for the CEO's and other NEOs' bonus and equity awards; and * The company provided to the CEO sizable perquisites amounting to \$65,614 in FY2022 that are not specifically enumerated.
Natural Alternatives International, Inc.	12/02/2022	Management	4	Yes	Advisory Vote on Say on Pay Frequency	Three Years	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Natus Medical Incorporated	07/06/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR this proposal is warranted given the sale process, premium, and downside risk of non-approval.
Natus Medical Incorporated	07/06/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants shareholder support.
Natus Medical Incorporated	07/06/2022	Management	3	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	Although potential cash severance is reasonable, there are significant concerns around equity award treatment. Outstanding equity awards are entirely subject to single-trigger vesting and most performance equity awards will be deemed earned at the maximum level, without compelling rationale. In light of these concerns, a vote AGAINST this proposal is warranted.
Nautilus, Inc.	08/02/2022	Management	1	Yes	Elect Director James "Jim" Barr, IV	For	For	For	For	A vote FOR all director nominees is warranted.
Nautilus, Inc.	08/02/2022	Management	2	Yes	Elect Director Anne G. Saunders	For	For	For	For	A vote FOR all director nominees is warranted.
Nautilus, Inc.	08/02/2022	Management	3	Yes	Elect Director Patricia "Patty" M. Ross	For	For	For	For	A vote FOR all director nominees is warranted.
Nautilus, Inc.	08/02/2022	Management	4	Yes	Elect Director Shailesh Prakash	For	For	For	For	A vote FOR all director nominees is warranted.
Nautilus, Inc.	08/02/2022	Management	5	Yes	Elect Director Kelley Hall	For	For	For	For	A vote FOR all director nominees is warranted.
Nautilus, Inc.	08/02/2022	Management	6	Yes	Elect Director Ruby Sharma	For	For	For	For	A vote FOR all director nominees is warranted.
Nautilus, Inc.	08/02/2022	Management	7	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Nautilus, Inc.	08/02/2022	Management	8	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 18.99 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Nautilus, Inc.	08/02/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Neogen Corporation	08/17/2022	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	The underperformance of NEOG shares through July 29, 2022 is concerning, but does not appear to be linked to the proposed transaction. Investors reacted positively to the initial announcement, and the share price declined later in response to earnings misses. Although pre-merger NEOG shareholders will hold less than the majority of the combined company, the strategic rationale appears logical, as the combined company will have higher exposure to the attractive food safety business, will be larger and more diversified, and is expected to have an improved margin and cash flow profile. Moreover, the deal is expected to result in cost and other synergies. As such, support FOR the proposed transaction is warranted.
Neogen Corporation	08/17/2022	Management	2	Yes	Amend Charter	For	For	For	For	A vote FOR this proposal is warranted. The requested increase in the size of the board appears to be appropriate for a company of this size, and the increase is necessary in order to permit the appointment of two new directors who will be designated by 3M Company. In addition, the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns with the company's past use of shares.
Neogen Corporation	08/17/2022	Management	3	Yes	Approve Increase in Size of Board	For	For	For	For	A vote FOR this proposal is warranted. The requested increase in the size of the board appears to be appropriate for a company of this size, and the increase is necessary in order to permit the appointment of two new directors who will be designated by 3M Company.
Neogen Corporation	08/17/2022	Management	4	Yes	Permit Board to Amend Bylaws Without Shareholder Consent	For	For	For	For	As this proposal would allow the board to amend the bylaws while preserving shareholders' concurrent ability to do so, a vote FOR this proposal is warranted.
Neogen Corporation	08/17/2022	Management	5	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal as Items 1, 2 and 3 warrant shareholder support.
Neogen Corporation	10/06/2022	Management	1	Yes	Elect Director John E. Adent	For	For	For	For	WITHHOLD votes for William Boehm are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Neogen Corporation	10/06/2022	Management	2	Yes	Elect Director William T. Boehm	For	For	Withhold	Withhold	WITHHOLD votes for William Boehm are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Neogen Corporation	10/06/2022	Management	3	Yes	Elect Director James P. Tobin	For	For	For	For	WITHHOLD votes for William Boehm are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Neogen Corporation	10/06/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Neogen Corporation	10/06/2022	Management	5	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Newmark Group, Inc.	09/28/2022	Management	1	Yes	Elect Director Howard W. Lutnick	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Howard Lutnick, Virginia Bauer, and Kenneth McIntyre given that the board failed to remove, or subject to a sunset provision, the dual class capital structure that adversely impacts shareholder rights. WITHHOLD votes are further warranted for Howard Lutnick given that he is considered overboarded for: (i) serving on more than two public boards while serving as CEO of an outside company, and (ii) serving on the boards of more than four publicly-traded companies. WITHHOLD votes are further warranted for non-independent director nominee Howard Lutnick due to the company's lack of a formal nominating committee. A vote FOR Jay Noah Itzkowitz is warranted.
Newmark Group, Inc.	09/28/2022	Management	2	Yes	Elect Director Virginia S. Bauer	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Howard Lutnick, Virginia Bauer, and Kenneth McIntyre given that the board failed to remove, or subject to a sunset provision, the dual class capital structure that adversely impacts shareholder rights. WITHHOLD votes are further warranted for Howard Lutnick given that he is considered overboarded for: (i) serving on more than two public boards while serving as CEO of an outside company, and (ii) serving on the boards of more than four publicly-traded companies. WITHHOLD votes are further warranted for non-independent director nominee Howard Lutnick due to the company's lack of a formal nominating committee. A vote FOR Jay Noah Itzkowitz is warranted.
Newmark Group, Inc.	09/28/2022	Management	3	Yes	Elect Director Kenneth A. McIntyre	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent directors Howard Lutnick, Virginia Bauer, and Kenneth McIntyre given that the board failed to remove, or subject to a sunset provision, the dual class capital structure that adversely impacts shareholder rights. WITHHOLD votes are further warranted for Howard Lutnick given that he is considered overboarded for: (i) serving on more than two public boards while serving as CEO of an outside company, and (ii) serving on the boards of more than four publicly-traded companies. WITHHOLD votes are further warranted for non-independent director nominee Howard Lutnick due to the company's lack of a formal nominating committee. A vote FOR Jay Noah Itzkowitz is warranted.
Newmark Group, Inc.	09/28/2022	Management	4	Yes	Elect Director Jay Itzkowitz	For	For	For	For	WITHHOLD votes are warranted for incumbent directors Howard Lutnick, Virginia Bauer, and Kenneth McIntyre given that the board failed to remove, or subject to a sunset provision, the dual class capital structure that adversely impacts shareholder rights. WITHHOLD votes are further warranted for Howard Lutnick given that he is considered overboarded for: (i) serving on more than two public boards while serving as CEO of an outside company, and (ii) serving on the boards of more than four publicly-traded companies. WITHHOLD votes are further warranted for non-independent director nominee Howard Lutnick due to the company's lack of a formal nominating committee. A vote FOR Jay Noah Itzkowitz is warranted.
Newmark Group, Inc.	09/28/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Newmark Group, Inc.	09/28/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. As noted in prior years, annual incentive opportunities are outsized and the program incorporates significant committee discretion. Incentive awards also use just an annual performance period. Further, in FY21 the committee awarded the chairman a sizable cash retention bonus, \$20 million of which was paid immediately. The company also maintains legacy agreements that contain single trigger cash severance, excise tax gross-up and auto-accelerated equity vesting change-in-control provisions. The CEO was also granted an inordinate amount for the automobile-related perquisites. Lastly, the company lacks risk-mitigating provisions.
NextGen Healthcare, Inc.	08/17/2022	Management	1	Yes	Elect Director Craig A. Barbarosh	For	For	Against	Against	A vote AGAINST Craig Barbarosh and George Bristol is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextGen Healthcare, Inc.	08/17/2022	Management	2	Yes	Elect Director George H. Bristol	For	For	Against	Against	A vote AGAINST Craig Barbarosh and George Bristol is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
NextGen Healthcare, Inc.	08/17/2022	Management	3	Yes	Elect Director Darnell Dent	For	For	For	For	A vote AGAINST Craig Barbarosh and George Bristol is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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NextGen Healthcare, Inc.	08/17/2022	Management	4	Yes	Elect Director Julie D. Klapstein	For	For	For	For	A vote AGAINST Craig Barbarosh and George Bristol is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
NextGen Healthcare, Inc.	08/17/2022	Management	5	Yes	Elect Director Jeffrey H. Margolis	For	For	For	For	A vote AGAINST Craig Barbarosh and George Bristol is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
NextGen Healthcare, Inc.	08/17/2022	Management	6	Yes	Elect Director Geraldine McGinty	For	For	For	For	A vote AGAINST Craig Barbarosh and George Bristol is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
NextGen Healthcare, Inc.	08/17/2022	Management	7	Yes	Elect Director Morris Panner	For	For	For	For	A vote AGAINST Craig Barbarosh and George Bristol is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
NextGen Healthcare, Inc.	08/17/2022	Management	8	Yes	Elect Director Pamela S. Puryear	For	For	For	For	A vote AGAINST Craig Barbarosh and George Bristol is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
NextGen Healthcare, Inc.	08/17/2022	Management	9	Yes	Elect Director David Sides	For	For	For	For	A vote AGAINST Craig Barbarosh and George Bristol is warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
NextGen Healthcare, Inc.	08/17/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
NextGen Healthcare, Inc.	08/17/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following last year's low say-on-pay vote result, the company disclosed details of its engagement efforts with shareholders, and specific feedback received. In response to the feedback and concerns expressed by shareholders, the company made positive changes to the pay program, which address shareholders' disclosed feedback. As such, the compensation committee demonstrated sufficient responsiveness to shareholder concerns.	
NextGen Healthcare, Inc.	08/17/2022	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
Nicholas Financial, Inc.	08/30/2022	Management	1	Yes	Elect Director Adam K. Peterson	For	For	Withhold	Withhold	WITHHOLD votes for Brendan Keating are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Adam Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Audit Committee members Mark Hutchins and Brendan Keating are warranted for the company's failure to disclose a breakdown of the fees paid to its auditor and for failing to include auditor ratification on the proxy ballot.	
Nicholas Financial, Inc.	08/30/2022	Management	2	Yes	Elect Director Mark R. Hutchins	For	Withhold	Withhold	Withhold	WITHHOLD votes for Brendan Keating are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Adam Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Audit Committee members Mark Hutchins and Brendan Keating are warranted for the company's failure to disclose a breakdown of the fees paid to its auditor and for failing to include auditor ratification on the proxy ballot.	
Nicholas Financial, Inc.	08/30/2022	Management	3	Yes	Elect Director Brendan J. Keating	For	Withhold	Withhold	Withhold	WITHHOLD votes for Brendan Keating are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Adam Peterson are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for Audit Committee members Mark Hutchins and Brendan Keating are warranted for the company's failure to disclose a breakdown of the fees paid to its auditor and for failing to include auditor ratification on the proxy ballot.	
Nicholas Financial, Inc.	08/30/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Nielsen Holdings Plc	09/01/2022	Management	1	Yes	Approve Matters Relating to Merger	For	For	For	For	A vote FOR this proposal is warranted. Concerns stemming from the limited sale process, the slight discount to the trailing one-year high closing price, and the shareholder opposition are collectively mitigated by the recent history of transaction-related developments, the valuation, and the downside risk of non-approval.	
Nielsen Holdings Plc	09/01/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While equity awards will be automatically accelerated upon the merger close, cash severance is double trigger and of a reasonable basis. Further, no excise tax gross-ups are payable.	



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Nielsen Holdings plc	09/01/2022	Management	2	Yes	Approve Scheme of Arrangement	For	For	For	For	A vote FOR this proposal is warranted. Concerns stemming from the limited sale process, the slight discount to the trailing one-year high closing price, and the shareholder opposition are mitigated by the recent history of transaction-related developments, the valuation, and the downside risk of non-approval.	
Nordic American Tankers Limited	11/17/2022	Management	1	Yes	Elect Director Herbjorn Hansson	For	Against	Against	Against	Votes AGAINST all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.A vote AGAINST non-independent director nominees Herbjorn Hansson and Alexander Hansson is further warranted for failing to establish a board on which a majority of the directors are independent directors, and for the company's lack of formal compensation and nominating committees.	
Nordic American Tankers Limited	11/17/2022	Management	2	Yes	Elect Director James Kelly	For	Against	Against	Against	Votes AGAINST all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.A vote AGAINST non-independent director nominees Herbjorn Hansson and Alexander Hansson is further warranted for failing to establish a board on which a majority of the directors are independent directors, and for the company's lack of formal compensation and nominating committees.	
Nordic American Tankers Limited	11/17/2022	Management	3	Yes	Elect Director Alexander Hansson	For	Against	Against	Against	Votes AGAINST all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.A vote AGAINST non-independent director nominees Herbjorn Hansson and Alexander Hansson is further warranted for failing to establish a board on which a majority of the directors are independent directors, and for the company's lack of formal compensation and nominating committees.	
Nordic American Tankers Limited	11/17/2022	Management	4	Yes	Elect Director Jenny Chu	For	Against	Against	Against	Votes AGAINST all director nominees are warranted for maintaining a long-term poison pill that has not been ratified by shareholders.A vote AGAINST non-independent director nominees Herbjorn Hansson and Alexander Hansson is further warranted for failing to establish a board on which a majority of the directors are independent directors, and for the company's lack of formal compensation and nominating committees.	
Nordic American Tankers Limited	11/17/2022	Management	5	Yes	Ratify KPMG AS as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.	
Northeast Bank	11/15/2022	Management	1	Yes	Elect Director John C. Orestis	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Orestis, David Tanner and Judith Wallingford are warranted for lack of a majority independent board. WITHHOLD votes for John Orestis, David Tanner and Judith Wallingford are also warranted for serving as non-independent members of a key board committee.	
Northeast Bank	11/15/2022	Management	2	Yes	Elect Director David A. Tanner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Orestis, David Tanner and Judith Wallingford are warranted for lack of a majority independent board. WITHHOLD votes for John Orestis, David Tanner and Judith Wallingford are also warranted for serving as non-independent members of a key board committee.	
Northeast Bank	11/15/2022	Management	3	Yes	Elect Director Judith E. Wallingford	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Orestis, David Tanner and Judith Wallingford are warranted for lack of a majority independent board. WITHHOLD votes for John Orestis, David Tanner and Judith Wallingford are also warranted for serving as non-independent members of a key board committee.	
Northeast Bank	11/15/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Northeast Bank	11/15/2022	Management	5	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
NVE Corporation	08/04/2022	Management	1	Yes	Elect Director Terrence W. Glarner	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terrence Glarner, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board. WITHHOLD votes for Terrence Glarner and Patricia Hollister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
NVE Corporation	08/04/2022	Management	2	Yes	Elect Director Daniel A. Baker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terrence Glarner, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board. WITHHOLD votes for Terrence Glarner and Patricia Hollister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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NVE Corporation	08/04/2022	Management	3	Yes	Elect Director Patricia M. Hollister	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Terrence Glarner, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board. WITHHOLD votes for Terrence Glarner and Patricia Hollister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
NVE Corporation	08/04/2022	Management	4	Yes	Elect Director Richard W. Kramp	For	For	For	For	WITHHOLD votes for non-independent nominees Terrence Glarner, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board. WITHHOLD votes for Terrence Glarner and Patricia Hollister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
NVE Corporation	08/04/2022	Management	5	Yes	Elect Director James W. Bracke	For	For	For	For	WITHHOLD votes for non-independent nominees Terrence Glarner, Daniel Baker and Patricia Hollister are warranted for lack of a majority independent board. WITHHOLD votes for Terrence Glarner and Patricia Hollister are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
NVE Corporation	08/04/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
NVE Corporation	08/04/2022	Management	7	Yes	Ratify Boulay PLLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Oil-Dri Corporation of America	12/07/2022	Management	1	Yes	Elect Director Ellen-Blair Chube	For	For	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff, Allan Selig and Paul Suckow are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Ellen-Blair Chube, Michael Nemeroff, and Allan Selig are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.	
Oil-Dri Corporation of America	12/07/2022	Management	2	Yes	Elect Director Paul M. Hindsley	For	For	For	For	WITHHOLD votes for Michael Nemeroff, Allan Selig and Paul Suckow are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Ellen-Blair Chube, Michael Nemeroff, and Allan Selig are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.	
Oil-Dri Corporation of America	12/07/2022	Management	3	Yes	Elect Director Daniel S. Jaffee	For	For	For	For	WITHHOLD votes for Michael Nemeroff, Allan Selig and Paul Suckow are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Ellen-Blair Chube, Michael Nemeroff, and Allan Selig are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.	
Oil-Dri Corporation of America	12/07/2022	Management	4	Yes	Elect Director Michael A. Nemeroff	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff, Allan Selig and Paul Suckow are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Ellen-Blair Chube, Michael Nemeroff, and Allan Selig are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.	
Oil-Dri Corporation of America	12/07/2022	Management	5	Yes	Elect Director George C. Roeth	For	For	For	For	WITHHOLD votes for Michael Nemeroff, Allan Selig and Paul Suckow are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Ellen-Blair Chube, Michael Nemeroff, and Allan Selig are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.	
Oil-Dri Corporation of America	12/07/2022	Management	6	Yes	Elect Director Amy L. Ryan	For	For	For	For	WITHHOLD votes for Michael Nemeroff, Allan Selig and Paul Suckow are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Ellen-Blair Chube, Michael Nemeroff, and Allan Selig are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.	
Oil-Dri Corporation of America	12/07/2022	Management	7	Yes	Elect Director Allan H. Selig	For	For	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff, Allan Selig and Paul Suckow are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Ellen-Blair Chube, Michael Nemeroff, and Allan Selig are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.	
Oil-Dri Corporation of America	12/07/2022	Management	8	Yes	Elect Director Paul E. Suckow	For	For	Withhold	Withhold	WITHHOLD votes for Michael Nemeroff, Allan Selig and Paul Suckow are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Ellen-Blair Chube, Michael Nemeroff, and Allan Selig are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.	

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Oil-Dri Corporation of America	12/07/2022	Management	9	Yes	Elect Director Lawrence E. Washow	For	For	For	For	WITHHOLD votes for Michael Nemeroff, Allan Selig and Paul Suckow are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Compensation Committee members Ellen-Blair Chube, Michael Nemeroff, and Allan Selig are warranted due to concerns regarding the company's compensation practices. A vote FOR the remaining director nominees is warranted.	
Oil-Dri Corporation of America	12/07/2022	Management	10	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.	
OPKO Health, Inc.	07/14/2022	Management	1	Yes	Elect Director Phillip Frost	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Frost, Richard Pfenniger Jr., Jon Cohen, Jane Hsiao, Gary Nabel, John Paganelli, Steven (Steve) Rubin, Alice Yu and Elias Zerhouni are warranted for lack of a majority independent board. WITHHOLD votes for Richard Pfenniger Jr. and John Paganelli are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alexis Borisy and Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
OPKO Health, Inc.	07/14/2022	Management	2	Yes	Elect Director Jane H. Hsiao	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Frost, Richard Pfenniger Jr., Jon Cohen, Jane Hsiao, Gary Nabel, John Paganelli, Steven (Steve) Rubin, Alice Yu and Elias Zerhouni are warranted for lack of a majority independent board. WITHHOLD votes for Richard Pfenniger Jr. and John Paganelli are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alexis Borisy and Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
OPKO Health, Inc.	07/14/2022	Management	3	Yes	Elect Director Steven D. Rubin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Frost, Richard Pfenniger Jr., Jon Cohen, Jane Hsiao, Gary Nabel, John Paganelli, Steven (Steve) Rubin, Alice Yu and Elias Zerhouni are warranted for lack of a majority independent board. WITHHOLD votes for Richard Pfenniger Jr. and John Paganelli are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alexis Borisy and Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
OPKO Health, Inc.	07/14/2022	Management	4	Yes	Elect Director Elias A. Zerhouni	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Frost, Richard Pfenniger Jr., Jon Cohen, Jane Hsiao, Gary Nabel, John Paganelli, Steven (Steve) Rubin, Alice Yu and Elias Zerhouni are warranted for lack of a majority independent board. WITHHOLD votes for Richard Pfenniger Jr. and John Paganelli are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alexis Borisy and Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
OPKO Health, Inc.	07/14/2022	Management	5	Yes	Elect Director Jon R. Cohen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Frost, Richard Pfenniger Jr., Jon Cohen, Jane Hsiao, Gary Nabel, John Paganelli, Steven (Steve) Rubin, Alice Yu and Elias Zerhouni are warranted for lack of a majority independent board. WITHHOLD votes for Richard Pfenniger Jr. and John Paganelli are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alexis Borisy and Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
OPKO Health, Inc.	07/14/2022	Management	6	Yes	Elect Director Gary J. Nabel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Frost, Richard Pfenniger Jr., Jon Cohen, Jane Hsiao, Gary Nabel, John Paganelli, Steven (Steve) Rubin, Alice Yu and Elias Zerhouni are warranted for lack of a majority independent board. WITHHOLD votes for Richard Pfenniger Jr. and John Paganelli are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alexis Borisy and Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	

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OPKO Health, Inc.	07/14/2022	Management	7	Yes	Elect Director Alexis Borisy	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Frost, Richard Pfenniger Jr., Jon Cohen, Jane Hsiao, Gary Nabel, John Paganelli, Steven (Steve) Rubin, Alice Yu and Elias Zerhouni are warranted for lack of a majority independent board. WITHHOLD votes for Richard Pfenniger Jr. and John Paganelli are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alexis Borisy and Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
OPKO Health, Inc.	07/14/2022	Management	8	Yes	Elect Director Richard M. Krasno	For	For	For	For	WITHHOLD votes for non-independent nominees Phillip Frost, Richard Pfenniger Jr., Jon Cohen, Jane Hsiao, Gary Nabel, John Paganelli, Steven (Steve) Rubin, Alice Yu and Elias Zerhouni are warranted for lack of a majority independent board. WITHHOLD votes for Richard Pfenniger Jr. and John Paganelli are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alexis Borisy and Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
OPKO Health, Inc.	07/14/2022	Management	9	Yes	Elect Director Prem A. Lachman	For	For	For	For	WITHHOLD votes for non-independent nominees Phillip Frost, Richard Pfenniger Jr., Jon Cohen, Jane Hsiao, Gary Nabel, John Paganelli, Steven (Steve) Rubin, Alice Yu and Elias Zerhouni are warranted for lack of a majority independent board. WITHHOLD votes for Richard Pfenniger Jr. and John Paganelli are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alexis Borisy and Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
OPKO Health, Inc.	07/14/2022	Management	10	Yes	Elect Director Roger J. Medel	For	For	For	For	WITHHOLD votes for non-independent nominees Phillip Frost, Richard Pfenniger Jr., Jon Cohen, Jane Hsiao, Gary Nabel, John Paganelli, Steven (Steve) Rubin, Alice Yu and Elias Zerhouni are warranted for lack of a majority independent board. WITHHOLD votes for Richard Pfenniger Jr. and John Paganelli are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alexis Borisy and Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
OPKO Health, Inc.	07/14/2022	Management	11	Yes	Elect Director John A. Paganelli	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Frost, Richard Pfenniger Jr., Jon Cohen, Jane Hsiao, Gary Nabel, John Paganelli, Steven (Steve) Rubin, Alice Yu and Elias Zerhouni are warranted for lack of a majority independent board. WITHHOLD votes for Richard Pfenniger Jr. and John Paganelli are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alexis Borisy and Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
OPKO Health, Inc.	07/14/2022	Management	12	Yes	Elect Director Richard C. Pfenniger, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Frost, Richard Pfenniger Jr., Jon Cohen, Jane Hsiao, Gary Nabel, John Paganelli, Steven (Steve) Rubin, Alice Yu and Elias Zerhouni are warranted for lack of a majority independent board. WITHHOLD votes for Richard Pfenniger Jr. and John Paganelli are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alexis Borisy and Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
OPKO Health, Inc.	07/14/2022	Management	13	Yes	Elect Director Alice Lin-Tsing Yu	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Phillip Frost, Richard Pfenniger Jr., Jon Cohen, Jane Hsiao, Gary Nabel, John Paganelli, Steven (Steve) Rubin, Alice Yu and Elias Zerhouni are warranted for lack of a majority independent board. WITHHOLD votes for Richard Pfenniger Jr. and John Paganelli are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Alexis Borisy and Steven (Steve) Rubin are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
OPKO Health, Inc.	07/14/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	

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OPKO Health, Inc.	07/14/2022	Management	15	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The plan permits repricing and/or exchange of grants without shareholder approval. * The plan permits cash buyout of awards without shareholder approval. * The plan allows for single-trigger vesting of awards in the event of a change-in-control. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
OPKO Health, Inc.	07/14/2022	Management	16	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Orion Energy Systems, Inc.	08/04/2022	Management	1	Yes	Elect Director Anthony L. Otten	For	For	For	For	A vote FOR both director nominees is warranted at this time.
Orion Energy Systems, Inc.	08/04/2022	Management	2	Yes	Elect Director Sally A. Washlow	For	For	For	For	A vote FOR both director nominees is warranted at this time.
Orion Energy Systems, Inc.	08/04/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay vote. In addition, although a concern is noted, pay and performance are reasonably aligned at this time.
Orion Energy Systems, Inc.	08/04/2022	Management	4	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Orion Energy Systems, Inc.	08/04/2022	Management	5	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
OSI Systems, Inc.	12/13/2022	Management	1	Yes	Elect Director Deepak Chopra	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever and Meyer Luskin are warranted for lack of a majority independent board. WITHHOLD votes for William Ballhaus Jr. and Meyer Luskin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	12/13/2022	Management	2	Yes	Elect Director William F. Ballhaus, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever and Meyer Luskin are warranted for lack of a majority independent board. WITHHOLD votes for William Ballhaus Jr. and Meyer Luskin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	12/13/2022	Management	3	Yes	Elect Director Kelli Bernard	For	For	For	For	WITHHOLD votes for non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever and Meyer Luskin are warranted for lack of a majority independent board. WITHHOLD votes for William Ballhaus Jr. and Meyer Luskin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	12/13/2022	Management	4	Yes	Elect Director Gerald Chizever	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever and Meyer Luskin are warranted for lack of a majority independent board. WITHHOLD votes for William Ballhaus Jr. and Meyer Luskin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	12/13/2022	Management	5	Yes	Elect Director James B. Hawkins	For	For	For	For	WITHHOLD votes for non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever and Meyer Luskin are warranted for lack of a majority independent board. WITHHOLD votes for William Ballhaus Jr. and Meyer Luskin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	12/13/2022	Management	6	Yes	Elect Director Meyer Luskin	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Deepak Chopra, William Ballhaus Jr., Gerald Chizever and Meyer Luskin are warranted for lack of a majority independent board. WITHHOLD votes for William Ballhaus Jr. and Meyer Luskin are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
OSI Systems, Inc.	12/13/2022	Management	7	Yes	Ratify Moss Adams LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
OSI Systems, Inc.	12/13/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual incentives were entirely determined by a pre-set financial metric and long-term incentives are entirely performance conditioned, with the target payout subject to a multi-year performance period, there are significant structural concerns within both programs. The annual bonus target was set below the prior year's actual performance and, despite a year-over-year decline in performance, resulted in a near-maximum payout. Additionally, although the target of the performance equity grant utilizes a three-year performance period, any upside is based only on one-year performance periods, and can potentially earn nearly three times as many shares as the target. This potential upside significantly exceeds market norms.

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Pangaea Logistics Solutions Ltd.	08/05/2022	Management	1	Yes	Elect Director Carl Claus Boggild	For	Against	Against	Against	Votes AGAINST Carl Claus Boggild are warranted for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee member David Sgro are warranted for failing to include say-on-pay and say-on-pay frequency proposals on the ballot without disclosing any reason for the proposals' non-inclusion. Votes AGAINST incumbent audit committee member David Sgro are further warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Karen Beachy is warranted.
Pangaea Logistics Solutions Ltd.	08/05/2022	Management	2	Yes	Elect Director David D. Sgro	For	Against	Against	Against	Votes AGAINST Carl Claus Boggild are warranted for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee member David Sgro are warranted for failing to include say-on-pay and say-on-pay frequency proposals on the ballot without disclosing any reason for the proposals' non-inclusion. Votes AGAINST incumbent audit committee member David Sgro are further warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Karen Beachy is warranted.
Pangaea Logistics Solutions Ltd.	08/05/2022	Management	3	Yes	Elect Director Karen H. Beachy	For	For	For	For	Votes AGAINST Carl Claus Boggild are warranted for serving as a non-independent member of a key board committee. Votes AGAINST compensation committee member David Sgro are warranted for failing to include say-on-pay and say-on-pay frequency proposals on the ballot without disclosing any reason for the proposals' non-inclusion. Votes AGAINST incumbent audit committee member David Sgro are further warranted for failing to include auditor ratification on the proxy ballot. A vote FOR Karen Beachy is warranted.
Pangaea Logistics Solutions Ltd.	08/05/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan has an NSO share exercise price that is potentially less than full market value.
Pangaea Logistics Solutions Ltd.	08/05/2022	Management	5	Yes	Amend Bye-Laws	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendment is housekeeping in nature and would not have an adverse impact to the rights of shareholders.
PaySign, Inc.	12/16/2022	Management	1	Yes	Elect Director Mark R. Newcomer	For	For	For	For	A vote FOR the proposed director nominees is warranted.
PaySign, Inc.	12/16/2022	Management	2	Yes	Elect Director Matthew Lanford	For	For	For	For	A vote FOR the proposed director nominees is warranted.
PaySign, Inc.	12/16/2022	Management	3	Yes	Elect Director Joan M. Herman	For	For	For	For	A vote FOR the proposed director nominees is warranted.
PaySign, Inc.	12/16/2022	Management	4	Yes	Elect Director Dan R. Henry	For	For	For	For	A vote FOR the proposed director nominees is warranted.
PaySign, Inc.	12/16/2022	Management	5	Yes	Elect Director Bruce Mina	For	For	For	For	A vote FOR the proposed director nominees is warranted.
PaySign, Inc.	12/16/2022	Management	6	Yes	Elect Director Jeffrey B. Newman	For	For	For	For	A vote FOR the proposed director nominees is warranted.
PaySign, Inc.	12/16/2022	Management	7	Yes	Elect Director Dennis Triplett	For	For	For	For	A vote FOR the proposed director nominees is warranted.
PaySign, Inc.	12/16/2022	Management	8	Yes	Ratify Moss Adams LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
PCSB Financial Corporation	09/21/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The board appears to have run a thorough strategic review and competitive sales process, and the strategic rationale appears sound. The cash and stock consideration provides liquidity and certainty of value, as well as the opportunity for PCSB shareholders to participate in the potential upside of a larger company. In light of these factors, as well as the positive market reaction to the announcement, support FOR the proposed transaction is warranted.
PCSB Financial Corporation	09/21/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While unvested equity awards will accelerate upon the closing of the merger, cash severance is effectively double trigger and reasonably based, and no excise tax gross-ups are payable.
PCSB Financial Corporation	09/21/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted as the underlying transaction warrants support.
Penns Woods Bancorp, Inc.	12/13/2022	Management	1	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted. The reduction in the voting requirement for negotiated transactions from two-thirds of the voting power outstanding to a simple majority is a positive step for the company and represents an enhancement in its corporate governance structure.
Penns Woods Bancorp, Inc.	12/13/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted given that the underlying proposal merits support.
Performance Food Group Company	11/16/2022	Management	1	Yes	Elect Director George L. Holm	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/16/2022	Management	2	Yes	Elect Director Manuel A. Fernandez	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/16/2022	Management	3	Yes	Elect Director Barbara J. Beck	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/16/2022	Management	4	Yes	Elect Director William F. Dawson, Jr.	For	For	Against	Against	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



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Performance Food Group Company	11/16/2022	Management	5	Yes	Elect Director Laura Flanagan	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Performance Food Group Company	11/16/2022	Management	6	Yes	Elect Director Matthew C. Flanigan	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Performance Food Group Company	11/16/2022	Management	7	Yes	Elect Director Kimberly S. Grant	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Performance Food Group Company	11/16/2022	Management	8	Yes	Elect Director Jeffrey M. Overly	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Performance Food Group Company	11/16/2022	Management	9	Yes	Elect Director David V. Singer	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Performance Food Group Company	11/16/2022	Management	10	Yes	Elect Director Randall N. Spratt	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Performance Food Group Company	11/16/2022	Management	11	Yes	Elect Director Warren M. Thompson	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Performance Food Group Company	11/16/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Performance Food Group Company	11/16/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Performance Food Group Company	11/16/2022	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.	
PFSweb, Inc.	08/23/2022	Management	1	Yes	Elect Director David I. Beatson	For	For	Against	Against	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin (Ben) Rosenzweig are warranted as the company recently entered into new agreements with certain NEOs in the past year that contain excise tax gross-up and single-trigger provisions. A vote FOR the remaining director nominees is warranted.	
PFSweb, Inc.	08/23/2022	Management	2	Yes	Elect Director Robert Frankfurt	For	For	For	For	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin (Ben) Rosenzweig are warranted as the company recently entered into new agreements with certain NEOs in the past year that contain excise tax gross-up and single-trigger provisions. A vote FOR the remaining director nominees is warranted.	
PFSweb, Inc.	08/23/2022	Management	3	Yes	Elect Director G. Mercedes De Luca	For	For	Against	Against	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin (Ben) Rosenzweig are warranted as the company recently entered into new agreements with certain NEOs in the past year that contain excise tax gross-up and single-trigger provisions. A vote FOR the remaining director nominees is warranted.	
PFSweb, Inc.	08/23/2022	Management	4	Yes	Elect Director Monica Luechtefeld	For	For	For	For	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin (Ben) Rosenzweig are warranted as the company recently entered into new agreements with certain NEOs in the past year that contain excise tax gross-up and single-trigger provisions. A vote FOR the remaining director nominees is warranted.	
PFSweb, Inc.	08/23/2022	Management	5	Yes	Elect Director Shinichi Nagakura	For	For	For	For	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin (Ben) Rosenzweig are warranted as the company recently entered into new agreements with certain NEOs in the past year that contain excise tax gross-up and single-trigger provisions. A vote FOR the remaining director nominees is warranted.	

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PFSweb, Inc.	08/23/2022	Management	6	Yes	Elect Director Benjamin Rosenzweig	For	For	Against	Against	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin (Ben) Rosenzweig are warranted as the company recently entered into new agreements with certain NEOs in the past year that contain excise tax gross-up and single-trigger provisions. A vote FOR the remaining director nominees is warranted.	
PFSweb, Inc.	08/23/2022	Management	7	Yes	Elect Director Michael C. Willoughby	For	For	For	For	Votes AGAINST David Beatson are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Compensation Committee members David Beatson, G. Mercedes De Luca and Benjamin (Ben) Rosenzweig are warranted as the company recently entered into new agreements with certain NEOs in the past year that contain excise tax gross-up and single-trigger provisions. A vote FOR the remaining director nominees is warranted.	
PFSweb, Inc.	08/23/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently entered into new bonus agreements with certain NEOs that provide for a single-trigger cash bonuses, along with gross-up payments, in the event of a sale of the company.	
PFSweb, Inc.	08/23/2022	Management	9	Yes	Amend Shareholder Rights Plan (Poison Pill)	For	For	For	For	A vote FOR this proposal is warranted. The pill has a 20 percent trigger, an extension term of one year, a shareholder redemption feature, and no "dead-" or "slow-hand" provision.	
PFSweb, Inc.	08/23/2022	Management	10	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Phibro Animal Health Corporation	11/07/2022	Management	1	Yes	Elect Director Jack C. Bendheim	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Bendheim and E. Thomas Corcoran are warranted for lack of a majority independent board, for serving as non-independent members of a key board committee, and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jack Bendheim are further warranted, as board chair, for the lack of racial or ethnic diversity on the board.	
Phibro Animal Health Corporation	11/07/2022	Management	2	Yes	Elect Director E. Thomas Corcoran	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Jack Bendheim and E. Thomas Corcoran are warranted for lack of a majority independent board, for serving as non-independent members of a key board committee, and due to the company's lack of a formal nominating committee. WITHHOLD votes for Jack Bendheim are further warranted, as board chair, for the lack of racial or ethnic diversity on the board.	
Phibro Animal Health Corporation	11/07/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount for the CEO's financial/tax planning perquisite. In addition, concerns are raised as the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	
Phibro Animal Health Corporation	11/07/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Ping Identity Holding Corp.	10/17/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The board conducted a reasonable sales process, obtaining a 63.1 percent premium to PING's recent trading range. Moreover, there appears to be significant downside risk in the event of non-approval given the outperformance of PING shares relative to peers since announcement. In consideration of these factors, in addition to the certainty of value and liquidity inherent in cash consideration, a vote FOR this merger is warranted.	
Ping Identity Holding Corp.	10/17/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable. Unvested equity awards will be converted to cash awards with continued vesting conditions and remain subject to double-trigger treatment, and PSUs will be deemed earned at target level.	
Ping Identity Holding Corp.	10/17/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the proposed transaction contemplated under Item 1 merits shareholder support.	
PlayAGS, Inc.	07/01/2022	Management	1	Yes	Elect Director Adam Chibib	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Adam Chibib given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.	
PlayAGS, Inc.	07/01/2022	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance alignment is mitigated at this time. Majority of the CEO's large equity awards are subject to the achievement of rigorous stock price goals.	
PlayAGS, Inc.	07/01/2022	Management	3	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 22.84 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The company's three-year average burn rate is excessive.	

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PlayAGS, Inc.	07/01/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.	
Premier, Inc.	12/02/2022	Management	1	Yes	Elect Director Michael J. Alkire	For	For	For	For	A vote FOR all director nominees is warranted.	
Premier, Inc.	12/02/2022	Management	2	Yes	Elect Director Jody R. Davids	For	For	For	For	A vote FOR all director nominees is warranted.	
Premier, Inc.	12/02/2022	Management	3	Yes	Elect Director Peter S. Fine	For	For	For	For	A vote FOR all director nominees is warranted.	
Premier, Inc.	12/02/2022	Management	4	Yes	Elect Director Marvin R. O'Quinn	For	For	For	For	A vote FOR all director nominees is warranted.	
Premier, Inc.	12/02/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Premier, Inc.	12/02/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified at this time. In addition, following last year's failed say-on-pay vote result, the compensation committee demonstrated sufficient responsiveness.	
Prestige Consumer Healthcare Inc.	08/02/2022	Management	1	Yes	Elect Director Ronald M. Lombardi	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Prestige Consumer Healthcare Inc.	08/02/2022	Management	2	Yes	Elect Director John E. Byom	For	For	Withhold	Withhold	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Prestige Consumer Healthcare Inc.	08/02/2022	Management	3	Yes	Elect Director Celeste A. Clark	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Prestige Consumer Healthcare Inc.	08/02/2022	Management	4	Yes	Elect Director Christopher J. Coughlin	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Prestige Consumer Healthcare Inc.	08/02/2022	Management	5	Yes	Elect Director Sheila A. Hopkins	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Prestige Consumer Healthcare Inc.	08/02/2022	Management	6	Yes	Elect Director Natale S. Ricciardi	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Prestige Consumer Healthcare Inc.	08/02/2022	Management	7	Yes	Elect Director Dawn M. Zier	For	For	For	For	WITHHOLD votes for John Byom are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Prestige Consumer Healthcare Inc.	08/02/2022	Management	8	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Prestige Consumer Healthcare Inc.	08/02/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant issues were identified at this time.	
Pro-Dex, Inc.	11/17/2022	Management	1	Yes	Elect Director Raymond E. Cabillot	For	For	For	For	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Pro-Dex, Inc.	11/17/2022	Management	2	Yes	Elect Director Angelita R. Domingo	For	For	For	For	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Pro-Dex, Inc.	11/17/2022	Management	3	Yes	Elect Director William J. Farrell, III	For	For	For	For	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Pro-Dex, Inc.	11/17/2022	Management	4	Yes	Elect Director David C. Hovda	For	For	For	For	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Pro-Dex, Inc.	11/17/2022	Management	5	Yes	Elect Director Katrina M.K. Philp	For	For	For	For	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Pro-Dex, Inc.	11/17/2022	Management	6	Yes	Elect Director Nicholas J. Swenson	For	For	Withhold	Withhold	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Pro-Dex, Inc.	11/17/2022	Management	7	Yes	Elect Director Richard L. Van Kirk	For	For	For	For	WITHHOLD votes for Nicholas (Nick) Swenson are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.	
Pro-Dex, Inc.	11/17/2022	Management	8	Yes	Ratify Moss Adams, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Pro-Dex, Inc.	11/17/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. Support FOR the transaction is warranted given the sound strategic rationale and the fact that PFHD shareholders are receiving a premium to the company's all-time high share price. Moreover, there is potential downside risk of non-approval given the outperformance of target shares to date relative to banking peers. Support FOR this proposal is warranted given that the underlying transaction merits support. A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Professional Holding Corp.	12/15/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	
Professional Holding Corp.	12/15/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	
Proto Labs, Inc.	08/29/2022	Management	1	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	
Proto Labs, Inc.	08/29/2022	Management	2	Yes	Adjourn Meeting	For	For	Against	Against	
Provident Financial Holdings, Inc.	11/29/2022	Management	1	Yes	Elect Director Bruce W. Bennett	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Bennett and Debbi Guthrie are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Bennett and Debbi Guthrie are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Bruce Bennett, Debbi Guthrie, and Kathy Michalak due to the company's poor responsiveness to low say-on-pay votes in consecutive years.
Provident Financial Holdings, Inc.	11/29/2022	Management	2	Yes	Elect Director Debbi H. Guthrie	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Bennett and Debbi Guthrie are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Bennett and Debbi Guthrie are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Bruce Bennett, Debbi Guthrie, and Kathy Michalak due to the company's poor responsiveness to low say-on-pay votes in consecutive years.
Provident Financial Holdings, Inc.	11/29/2022	Management	3	Yes	Elect Director Kathy M. Michalak	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bruce Bennett and Debbi Guthrie are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Bennett and Debbi Guthrie are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are warranted for incumbent director nominees Bruce Bennett, Debbi Guthrie, and Kathy Michalak due to the company's poor responsiveness to low say-on-pay votes in consecutive years.
Provident Financial Holdings, Inc.	11/29/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.
Provident Financial Holdings, Inc.	11/29/2022	Management	5	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this item is warranted as the Voting Power Dilution is reasonable and there are no other concerns.
Provident Financial Holdings, Inc.	11/29/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Pzena Investment Management, Inc.	10/27/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Notwithstanding concerns regarding the sale process, the transaction offers shareholders a 49.1 percent premium, there is substantial downside risk of non-approval, the all-cash consideration delivers liquidity and certain value, and there are no actionable alternatives to deliver a reasonably certain superior value. A vote FOR the merger is warranted.
Pzena Investment Management, Inc.	10/27/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as support for the underlying transaction is warranted.
Pzena Investment Management, Inc.	10/27/2022	Management	3	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. The company does not disclose any golden parachute payments or benefits made to any of the NEOs in relation to the merger.
QuinStreet, Inc.	10/31/2022	Management	1	Yes	Elect Director Stuart M. Huizinga	For	For	For	For	WITHHOLD votes for James (Jim) Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
QuinStreet, Inc.	10/31/2022	Management	2	Yes	Elect Director David Pauldine	For	For	For	For	WITHHOLD votes for James (Jim) Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
QuinStreet, Inc.	10/31/2022	Management	3	Yes	Elect Director James Simons	For	For	Withhold	Withhold	WITHHOLD votes for James (Jim) Simons are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
QuinStreet, Inc.	10/31/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
QuinStreet, Inc.	10/31/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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RBC Bearings Incorporated	09/08/2022	Management	1	Yes	Elect Director Michael H. Ambrose	For	For	For	For	A vote FOR the director nominees is warranted.
RBC Bearings Incorporated	09/08/2022	Management	2	Yes	Elect Director Daniel A. Bergeron	For	For	For	For	A vote FOR the director nominees is warranted.
RBC Bearings Incorporated	09/08/2022	Management	3	Yes	Elect Director Edward D. Stewart	For	For	For	For	A vote FOR the director nominees is warranted.
RBC Bearings Incorporated	09/08/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RBC Bearings Incorporated	09/08/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the compensation committee has demonstrated sufficient responsiveness to last year's failed say-on-pay vote, pay-for-performance concerns persist for the year in review. In particular, the performance targets in the equity incentive program are not disclosed, even for the completed annual cycle, and the magnitude of the CEO's FY22 equity continues to be outsized, even after a sharp decline in value compared to the previous year.
RCM Technologies, Inc.	12/15/2022	Management	1	Yes	Elect Director Bradley S. Vizi	For	For	For	For	A vote FOR the director nominees is warranted.
RCM Technologies, Inc.	12/15/2022	Management	2	Yes	Elect Director Chigozie Amadi	For	For	For	For	A vote FOR the director nominees is warranted.
RCM Technologies, Inc.	12/15/2022	Management	3	Yes	Elect Director Richard A. Genovese	For	For	For	For	A vote FOR the director nominees is warranted.
RCM Technologies, Inc.	12/15/2022	Management	4	Yes	Elect Director Swarna Srinivas Kakodkar	For	For	For	For	A vote FOR the director nominees is warranted.
RCM Technologies, Inc.	12/15/2022	Management	5	Yes	Elect Director Jayanth S. Komarneni	For	For	For	For	A vote FOR the director nominees is warranted.
RCM Technologies, Inc.	12/15/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
RCM Technologies, Inc.	12/15/2022	Management	7	Yes	Ratify WithumSmith+Brown, PC as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
RCM Technologies, Inc.	12/15/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted the company maintains a modified single trigger change in control provision in its severance agreement with an executive.
Replimune Group, Inc.	09/07/2022	Management	1	Yes	Elect Director Philip Astley-Sparke	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Philip Astley-Sparke, Kapil Dhingra, and Joseph (Joe) Slattery are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Kapil Dhingra are warranted for serving as a director on more than four public company boards. A vote FOR Christy Oliger is warranted.
Replimune Group, Inc.	09/07/2022	Management	2	Yes	Elect Director Kapil Dhingra	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Philip Astley-Sparke, Kapil Dhingra, and Joseph (Joe) Slattery are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Kapil Dhingra are warranted for serving as a director on more than four public company boards. A vote FOR Christy Oliger is warranted.
Replimune Group, Inc.	09/07/2022	Management	3	Yes	Elect Director Joseph Slattery	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent directors Philip Astley-Sparke, Kapil Dhingra, and Joseph (Joe) Slattery are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Kapil Dhingra are warranted for serving as a director on more than four public company boards. A vote FOR Christy Oliger is warranted.
Replimune Group, Inc.	09/07/2022	Management	4	Yes	Elect Director Christy Oliger	For	For	For	For	WITHHOLD votes for incumbent directors Philip Astley-Sparke, Kapil Dhingra, and Joseph (Joe) Slattery are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Kapil Dhingra are warranted for serving as a director on more than four public company boards. A vote FOR Christy Oliger is warranted.
Replimune Group, Inc.	09/07/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Resolute Forest Products Inc.	10/31/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The board's decision to forgo an auction process is a cause for concern, since investors lack market-based evidence that the deal presented in fact represents the best available alternative. However, shareholders are receiving a meaningful premium to RFP's five-year high before announcement and there is a potential downside risk of non-approval. Moreover, the transaction provides shareholders with certainty of value and liquidity via the cash component, with additional potential value for legacy shareholders in the form of the CVR. As such, a vote FOR the proposed transaction is warranted.

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Resolute Forest Products Inc.	10/31/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	Support for the golden parachute proposal is warranted. Although equity awards are predominantly single trigger, cash severance is double trigger and of a reasonable basis, with no excise tax gross ups payable.	
Resources Connection, Inc.	10/20/2022	Management	1	Yes	Elect Director Anthony C. Cherbak	For	For	Against	Against	Votes AGAINST non-independent nominees Kate Duchene, Anthony Cherbak and Neil Dimick are warranted for lack of a majority independent board. Votes AGAINST Neil Dimick are also warranted for serving as a non-independent member of a key board committee.	
Resources Connection, Inc.	10/20/2022	Management	2	Yes	Elect Director Neil F. Dimick	For	For	Against	Against	Votes AGAINST non-independent nominees Kate Duchene, Anthony Cherbak and Neil Dimick are warranted for lack of a majority independent board. Votes AGAINST Neil Dimick are also warranted for serving as a non-independent member of a key board committee.	
Resources Connection, Inc.	10/20/2022	Management	3	Yes	Elect Director Kate W. Duchene	For	For	Against	Against	Votes AGAINST non-independent nominees Kate Duchene, Anthony Cherbak and Neil Dimick are warranted for lack of a majority independent board. Votes AGAINST Neil Dimick are also warranted for serving as a non-independent member of a key board committee.	
Resources Connection, Inc.	10/20/2022	Management	4	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Resources Connection, Inc.	10/20/2022	Management	5	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.	
Resources Connection, Inc.	10/20/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Richardson Electronics, Ltd.	10/04/2022	Management	1	Yes	Elect Director Edward J. Richardson	For	For	For	For	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Richardson Electronics, Ltd.	10/04/2022	Management	2	Yes	Elect Director Paul J. Plante	For	For	Withhold	Withhold	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Richardson Electronics, Ltd.	10/04/2022	Management	3	Yes	Elect Director Jacques Belin	For	For	For	For	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Richardson Electronics, Ltd.	10/04/2022	Management	4	Yes	Elect Director James Benham	For	For	For	For	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Richardson Electronics, Ltd.	10/04/2022	Management	5	Yes	Elect Director Kenneth Halverson	For	For	For	For	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Richardson Electronics, Ltd.	10/04/2022	Management	6	Yes	Elect Director Robert Kluge	For	For	For	For	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Richardson Electronics, Ltd.	10/04/2022	Management	7	Yes	Elect Director Wendy Diddell	For	For	For	For	WITHHOLD votes for Paul Plante are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Richardson Electronics, Ltd.	10/04/2022	Management	8	Yes	Ratify BDO USA, LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Richardson Electronics, Ltd.	10/04/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreement that contain a modified single trigger change in control provision. Furthermore, CEO equity awards in the most recent fiscal year are entirely time-vesting.	
Riverview Bancorp, Inc.	08/24/2022	Management	1	Yes	Elect Director Patricia W. Eby	For	For	Withhold	Withhold	WITHHOLD votes for incumbent Audit Committee member Patricia Eby are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Riverview Bancorp, Inc.	08/24/2022	Management	2	Yes	Elect Director Valerie A. Moreno	For	For	For	For	WITHHOLD votes for incumbent Audit Committee member Patricia Eby are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Riverview Bancorp, Inc.	08/24/2022	Management	3	Yes	Elect Director Gerald L. Nies	For	For	For	For	WITHHOLD votes for incumbent Audit Committee member Patricia Eby are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.	
Riverview Bancorp, Inc.	08/24/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Rocket Pharmaceuticals, Inc.	11/30/2022	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	The strategic rationale for the acquisition of RCOR appears solid, as it will broaden RCKT's product development pipeline in gene therapy and strengthen its balance sheet such that operations will be sufficiently funded through 2Q 2024. Moreover, RCKT shares have outperformed the relevant index since announcement, which suggests that there is potential downside risk in the event of non-approval. In consideration of these factors, support FOR this proposal is warranted.	



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Rocket Pharmaceuticals, Inc.	11/30/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as Item 1 merits shareholder support.
Rubius Therapeutics, Inc.	07/07/2022	Management	1	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the size of the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns with the company's past use of shares.
Rubius Therapeutics, Inc.	07/07/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that Item 1 warrants shareholder support.
Sapiens International Corp. NV	12/22/2022	Management	1	Yes	Reelect Guy Bernstein as Director	For	For	Against	Against	Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Guy Bernstein are warranted for serving as a non-independent board chair, for serving as a non-independent member of a key board committee, and for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining nominees is warranted.
Sapiens International Corp. NV	12/22/2022	Management	2	Yes	Reelect Roni Al Dor as Director	For	For	Against	Against	Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Guy Bernstein are warranted for serving as a non-independent board chair, for serving as a non-independent member of a key board committee, and for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining nominees is warranted.
Sapiens International Corp. NV	12/22/2022	Management	3	Yes	Reelect Eyal Ben-Chlouche as Director	For	For	For	For	Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Guy Bernstein are warranted for serving as a non-independent board chair, for serving as a non-independent member of a key board committee, and for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining nominees is warranted.
Sapiens International Corp. NV	12/22/2022	Management	4	Yes	Reelect Yacov Elinav as Director	For	For	For	For	Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Guy Bernstein are warranted for serving as a non-independent board chair, for serving as a non-independent member of a key board committee, and for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining nominees is warranted.
Sapiens International Corp. NV	12/22/2022	Management	5	Yes	Reelect Uzi Netanel as Director	For	For	For	For	Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Guy Bernstein are warranted for serving as a non-independent board chair, for serving as a non-independent member of a key board committee, and for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining nominees is warranted.
Sapiens International Corp. NV	12/22/2022	Management	6	Yes	Reelect Naamit Salomon as Director	For	For	For	For	Votes AGAINST non-independent director nominees Guy Bernstein and Roni Al Dor are warranted due to the company's lack of a formal nominating committee. Votes AGAINST Guy Bernstein are warranted for serving as a non-independent board chair, for serving as a non-independent member of a key board committee, and for serving on more than two public boards while serving as a CEO of an outside company. Votes FOR the remaining nominees is warranted.
Sapiens International Corp. NV	12/22/2022	Management	7	Yes	Approve 2021 Annual Financial Statements	For	For	For	For	In the absence of any known issues concerning the company's audited accounts and financial statements, a vote FOR this resolution is warranted.
Sapiens International Corp. NV	12/22/2022	Management	8	Yes	Reappoint Kost Forer Gabbay & Kasierer as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Sapiens International Corp. NV	12/22/2022	Management	9	No	Discuss Financial Statements and the Report of the Board					No vote is required for this item.
Scholastic Corporation	09/21/2022	Management	1	Yes	Elect Director James W. Barge	For	For	Withhold	Withhold	WITHHOLD votes for James Barge and John Davies are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Barge and John Davies are also warranted for failing to include auditor ratification on the proxy ballot.
Scholastic Corporation	09/21/2022	Management	2	Yes	Elect Director John L. Davies	For	For	Withhold	Withhold	WITHHOLD votes for James Barge and John Davies are warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Audit Committee members James Barge and John Davies are also warranted for failing to include auditor ratification on the proxy ballot.

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SelectQuote, Inc.	11/15/2022	Management	1	Yes	Elect Director Denise L. Devine	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Donald Hawks III, Denise Devine, and William (Tom) Grant II given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws and the classified board, each of which adversely impacts shareholder rights.	
SelectQuote, Inc.	11/15/2022	Management	2	Yes	Elect Director Donald L. Hawks, III	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Donald Hawks III, Denise Devine, and William (Tom) Grant II given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws and the classified board, each of which adversely impacts shareholder rights.	
SelectQuote, Inc.	11/15/2022	Management	3	Yes	Elect Director William Grant, II	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Donald Hawks III, Denise Devine, and William (Tom) Grant II given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact changes to the bylaws and the classified board, each of which adversely impacts shareholder rights.	
SelectQuote, Inc.	11/15/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
SelectQuote, Inc.	11/15/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Semler Scientific, Inc.	10/20/2022	Management	1	Yes	Elect Director Wayne T. Pan	For	For	Withhold	Withhold	WITHHOLD votes for Wayne Pan are warranted due to the board's unilateral adoption of an exclusive forum bylaw.	
Semler Scientific, Inc.	10/20/2022	Management	2	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Semler Scientific, Inc.	10/20/2022	Management	3	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Seneca Foods Corporation	08/10/2022	Management	1	Yes	Elect Director Kathryn J. Boor	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kraig Kayser, Paul Palmby and John Gaylord are warranted for lack of a majority independent board. WITHHOLD votes for John Gaylord are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Kathryn Boor are warranted for the apparent failure to establish racial or ethnic diversity on the board. WITHHOLD votes for compensation committee members Kathryn Boor and John Gaylord are warranted in the absence of a say-on-pay proposal, given that equity awards allow for auto-accelerated vesting upon a change-in-control event, equity awards to the CEO lack any performance-contingent pay elements, and the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	
Seneca Foods Corporation	08/10/2022	Management	2	Yes	Elect Director John P. Gaylord	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kraig Kayser, Paul Palmby and John Gaylord are warranted for lack of a majority independent board. WITHHOLD votes for John Gaylord are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Kathryn Boor are warranted for the apparent failure to establish racial or ethnic diversity on the board. WITHHOLD votes for compensation committee members Kathryn Boor and John Gaylord are warranted in the absence of a say-on-pay proposal, given that equity awards allow for auto-accelerated vesting upon a change-in-control event, equity awards to the CEO lack any performance-contingent pay elements, and the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	
Seneca Foods Corporation	08/10/2022	Management	3	Yes	Elect Director Paul L. Palmby	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kraig Kayser, Paul Palmby and John Gaylord are warranted for lack of a majority independent board. WITHHOLD votes for John Gaylord are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Kathryn Boor are warranted for the apparent failure to establish racial or ethnic diversity on the board. WITHHOLD votes for compensation committee members Kathryn Boor and John Gaylord are warranted in the absence of a say-on-pay proposal, given that equity awards allow for auto-accelerated vesting upon a change-in-control event, equity awards to the CEO lack any performance-contingent pay elements, and the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	

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Seneca Foods Corporation	08/10/2022	Management	4	Yes	Elect Director Kraig H. Kayser	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Kraig Kayser, Paul Palmby and John Gaylord are warranted for lack of a majority independent board. WITHHOLD votes for John Gaylord are also warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for nominating committee chair Kathryn Boor are warranted for the apparent failure to establish racial or ethnic diversity on the board. WITHHOLD votes for compensation committee members Kathryn Boor and John Gaylord are warranted in the absence of a say-on-pay proposal, given that equity awards allow for auto-accelerated vesting upon a change-in-control event, equity awards to the CEO lack any performance-contingent pay elements, and the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	
Seneca Foods Corporation	08/10/2022	Management	5	Yes	Ratify Plante Moran, PC as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
SFL Corporation Ltd.	09/30/2022	Management	1	Yes	Fix Number of Directors at Eight	For	For	For	For	A vote FOR this proposal is warranted as the proposed change is minor and is not motivated by a desire to entrench management.	
SFL Corporation Ltd.	09/30/2022	Management	2	Yes	Authorize Board to Fill Vacancies	For	For	Against	Against	A vote AGAINST this resolution is warranted because it will give the board the authority to fill the two new vacancies created by the potential approval of Item 1 instead of the shareholders.	
SFL Corporation Ltd.	09/30/2022	Management	3	Yes	Elect Director Kathrine Astrup Fredriksen	For	Against	Against	Against	A vote AGAINST non-independent director nominees Ole Hjertaker and Kathrine Fredriksen is warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee member James O'Shaughnessy are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST James O'Shaughnessy are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
SFL Corporation Ltd.	09/30/2022	Management	4	Yes	Elect Director Gary Vogel	For	For	For	For	A vote AGAINST non-independent director nominees Ole Hjertaker and Kathrine Fredriksen is warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee member James O'Shaughnessy are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST James O'Shaughnessy are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
SFL Corporation Ltd.	09/30/2022	Management	5	Yes	Elect Director Keesjan Cordia	For	For	For	For	A vote AGAINST non-independent director nominees Ole Hjertaker and Kathrine Fredriksen is warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee member James O'Shaughnessy are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST James O'Shaughnessy are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
SFL Corporation Ltd.	09/30/2022	Management	6	Yes	Elect Director James O'Shaughnessy	For	For	Against	Against	A vote AGAINST non-independent director nominees Ole Hjertaker and Kathrine Fredriksen is warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee member James O'Shaughnessy are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST James O'Shaughnessy are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
SFL Corporation Ltd.	09/30/2022	Management	7	Yes	Elect Director Ole B. Hjertaker	For	Against	Against	Against	A vote AGAINST non-independent director nominees Ole Hjertaker and Kathrine Fredriksen is warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee member James O'Shaughnessy are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST James O'Shaughnessy are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	
SFL Corporation Ltd.	09/30/2022	Management	8	Yes	Elect Director Will Homan-Russell	For	For	For	For	A vote AGAINST non-independent director nominees Ole Hjertaker and Kathrine Fredriksen is warranted due to the company's lack of a formal nominating committee. Votes AGAINST incumbent Audit Committee member James O'Shaughnessy are warranted for failing to include auditor ratification on the proxy ballot. Votes AGAINST James O'Shaughnessy are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.	

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SFL Corporation Ltd.	09/30/2022	Management	9	Yes	Approve Remuneration of Directors	For	For	For	For	A vote FOR this remuneration proposal is warranted because of a lack of concern regarding the proposed fees.
SFL Corporation Ltd.	09/30/2022	Management	10	Yes	Amend Bylaws	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments are not considered problematic.
Skyline Champion Corporation	07/26/2022	Management	1	Yes	Elect Director Keith Anderson	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	07/26/2022	Management	2	Yes	Elect Director Michael Berman	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	07/26/2022	Management	3	Yes	Elect Director Timothy Bernlohr	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	07/26/2022	Management	4	Yes	Elect Director Eddie Capel	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	07/26/2022	Management	5	Yes	Elect Director Michael Kaufman	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	07/26/2022	Management	6	Yes	Elect Director Erin Mulligan Nelson	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	07/26/2022	Management	7	Yes	Elect Director Nikul Patel	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	07/26/2022	Management	8	Yes	Elect Director Gary E. Robinette	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	07/26/2022	Management	9	Yes	Elect Director Mark Yost	For	For	For	For	A vote FOR all director nominees is warranted.
Skyline Champion Corporation	07/26/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Skyline Champion Corporation	07/26/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Smith & Wesson Brands, Inc.	09/12/2022	Management	1	Yes	Elect Director Anita D. Britt	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael (Mike) Golden, and Barry Monheit are warranted for lack of a majority independent board. WITHHOLD votes for Robert Scott, John Furman, and Barry Monheit are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/12/2022	Management	2	Yes	Elect Director Fred M. Diaz	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael (Mike) Golden, and Barry Monheit are warranted for lack of a majority independent board. WITHHOLD votes for Robert Scott, John Furman, and Barry Monheit are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/12/2022	Management	3	Yes	Elect Director John B. Furman	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael (Mike) Golden, and Barry Monheit are warranted for lack of a majority independent board. WITHHOLD votes for Robert Scott, John Furman, and Barry Monheit are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/12/2022	Management	4	Yes	Elect Director Michael F. Golden	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael (Mike) Golden, and Barry Monheit are warranted for lack of a majority independent board. WITHHOLD votes for Robert Scott, John Furman, and Barry Monheit are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/12/2022	Management	5	Yes	Elect Director Barry M. Monheit	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael (Mike) Golden, and Barry Monheit are warranted for lack of a majority independent board. WITHHOLD votes for Robert Scott, John Furman, and Barry Monheit are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/12/2022	Management	6	Yes	Elect Director Robert L. Scott	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael (Mike) Golden, and Barry Monheit are warranted for lack of a majority independent board. WITHHOLD votes for Robert Scott, John Furman, and Barry Monheit are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/12/2022	Management	7	Yes	Elect Director Mark P. Smith	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael (Mike) Golden, and Barry Monheit are warranted for lack of a majority independent board. WITHHOLD votes for Robert Scott, John Furman, and Barry Monheit are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Smith & Wesson Brands, Inc.	09/12/2022	Management	8	Yes	Elect Director Denis G. Suggs	For	For	For	For	WITHHOLD votes for non-independent nominees Robert Scott, Mark Smith, John Furman, Michael (Mike) Golden, and Barry Monheit are warranted for lack of a majority independent board. WITHHOLD votes for Robert Scott, John Furman, and Barry Monheit are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Smith & Wesson Brands, Inc.	09/12/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Smith & Wesson Brands, Inc.	09/12/2022	Management	10	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards; and * The plan allows for company loans to officers for the exercise of awards.
Smith & Wesson Brands, Inc.	09/12/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Smith & Wesson Brands, Inc.	09/12/2022	Shareholder	12	Yes	Adopt a Comprehensive Human Rights Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's human rights risks and impacts would help investors better understand how the company is managing its reputational, financial, legal, and regulatory risks related to human rights.
Smith & Wesson Brands, Inc.	09/12/2022	Shareholder	13	Yes	Adopt Simple Majority Vote	Against	Against	Against	Against	A vote AGAINST this proposal is warranted as the proponent has not provided a compelling rationale for eliminating the company's only two supermajority vote requirements, one of which is required by state law and the other that appears to be protective for shareholder interests.
Southern Missouri Bancorp, Inc.	10/31/2022	Management	1	Yes	Elect Director Sammy A. Schalk	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel (Dan) Jones, Charles (Charlie) Love and Sammy Schalk are warranted for lack of a majority independent board. WITHHOLD votes for Charles (Charlie) Love and Sammy Schalk are further warranted for serving as non-independent members of a key board committee.
Southern Missouri Bancorp, Inc.	10/31/2022	Management	2	Yes	Elect Director Charles R. Love	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel (Dan) Jones, Charles (Charlie) Love and Sammy Schalk are warranted for lack of a majority independent board. WITHHOLD votes for Charles (Charlie) Love and Sammy Schalk are further warranted for serving as non-independent members of a key board committee.
Southern Missouri Bancorp, Inc.	10/31/2022	Management	3	Yes	Elect Director Daniel L. Jones	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Daniel (Dan) Jones, Charles (Charlie) Love and Sammy Schalk are warranted for lack of a majority independent board. WITHHOLD votes for Charles (Charlie) Love and Sammy Schalk are further warranted for serving as non-independent members of a key board committee.
Southern Missouri Bancorp, Inc.	10/31/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned.
Southern Missouri Bancorp, Inc.	10/31/2022	Management	5	Yes	Ratify FORVIS, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the auditor's tenure at the company exceeds seven years; and * the non-auditing consulting fees represent more than 25 percent of total fees paid.
Southern Missouri Bancorp, Inc.	12/22/2022	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	The strategic rationale appears sound, and the merger is expected to generate cost synergies and be accretive to earnings, with limited dilution to tangible book value. As such, support FOR the proposed merger is warranted.
Southern Missouri Bancorp, Inc.	12/22/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted as the underlying transaction warrants support.
Spectrum Brands Holdings, Inc.	08/09/2022	Management	1	Yes	Elect Director Sherianne James	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/09/2022	Management	2	Yes	Elect Director Leslie L. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/09/2022	Management	3	Yes	Elect Director Joan Chow	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/09/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Spectrum Brands Holdings, Inc.	08/09/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Spero Therapeutics, Inc.	09/15/2022	Management	1	Yes	Elect Director Frank E. Thomas	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Frank Thomas and Patrick Vink given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Spero Therapeutics, Inc.	09/15/2022	Management	2	Yes	Elect Director Patrick Vink	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Frank Thomas and Patrick Vink given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.

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Spero Therapeutics, Inc.	09/15/2022	Management	3	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
Spero Therapeutics, Inc.	09/15/2022	Management	4	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 20.25 percent is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Spirit Airlines, Inc.	10/19/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	As a result of the competitive dynamics between the two bidders, SAVE shareholders have been provided with a form of financial protection against the elevated risk of regulatory non-approval – a \$400 million reverse termination fee to be paid by JBLU to SAVE shareholders in case of failure to obtain anti-trust approval for the transaction, of which \$2.50 per share will be prepaid upon receipt of shareholder approval for the merger, and a ticking fee of \$0.10 beginning in January 2023 through closing, up to a total consideration of \$34.15 per share. In light of these protections, as well as the implied premium to the unaffected price, and apparent downside risk to the share price if shareholders vote down the transaction, a vote FOR the merger agreement is warranted.	
Spirit Airlines, Inc.	10/19/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Cash severance is double trigger and reasonably based, with no excise tax gross-ups. However, certain compensation committee decisions have increased the potential merger-related compensation to NEOs. While equity awards were previously expected to be pro-rated, they will now be converted to time-vesting awards at their full value, including recent grants made in 2022. Further, the committee approved sizable cash retention awards to NEOs and retention awards from the previous merger agreement will also be partially paid.	
Spirit Airlines, Inc.	10/19/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this item is warranted as support is warranted for the underlying transaction.	
Spok Holdings, Inc.	07/26/2022	Management	1	Yes	Elect Director Bobbie Byrne	For	For	For	For	A vote FOR all director nominees is warranted.	
Spok Holdings, Inc.	07/26/2022	Management	2	Yes	Elect Director Christine M. Cournoyer	For	For	For	For	A vote FOR all director nominees is warranted.	
Spok Holdings, Inc.	07/26/2022	Management	3	Yes	Elect Director Randy H. Hyun	For	For	For	For	A vote FOR all director nominees is warranted.	
Spok Holdings, Inc.	07/26/2022	Management	4	Yes	Elect Director Vincent D. Kelly	For	For	For	For	A vote FOR all director nominees is warranted.	
Spok Holdings, Inc.	07/26/2022	Management	5	Yes	Elect Director Brett Shockley	For	For	For	For	A vote FOR all director nominees is warranted.	
Spok Holdings, Inc.	07/26/2022	Management	6	Yes	Elect Director Todd Stein	For	For	For	For	A vote FOR all director nominees is warranted.	
Spok Holdings, Inc.	07/26/2022	Management	7	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years. Taft Hartley Note	
Spok Holdings, Inc.	07/26/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Standex International Corporation	10/25/2022	Management	1	Yes	Elect Director Thomas E. Chorman	For	For	Against	Against	Votes AGAINST Thomas Chorman are warranted for serving as a non-independent member of a key board committee. A vote FOR Thomas J. Hansen is warranted.	
Standex International Corporation	10/25/2022	Management	2	Yes	Elect Director Thomas J. Hansen	For	For	For	For	Votes AGAINST Thomas Chorman are warranted for serving as a non-independent member of a key board committee. A vote FOR Thomas J. Hansen is warranted.	
Standex International Corporation	10/25/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Standex International Corporation	10/25/2022	Management	4	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.	
StarTek, Inc	11/21/2022	Management	1	Yes	Elect Director Sudip Banerjee	For	Against	Against	Against	Votes AGAINST non-independent nominees Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are warranted for lack of a majority independent board. Votes AGAINST Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
StarTek, Inc	11/21/2022	Management	2	Yes	Elect Director Sanjay Chakrabarty	For	Against	Against	Against	Votes AGAINST non-independent nominees Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are warranted for lack of a majority independent board. Votes AGAINST Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
StarTek, Inc	11/21/2022	Management	3	Yes	Elect Director Mukesh Sharda	For	Against	Against	Against	Votes AGAINST non-independent nominees Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are warranted for lack of a majority independent board. Votes AGAINST Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	



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StarTek, Inc	11/21/2022	Management	4	Yes	Elect Director Bharat Rao	For	Against	Against	Against	Votes AGAINST non-independent nominees Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are warranted for lack of a majority independent board. Votes AGAINST Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
StarTek, Inc	11/21/2022	Management	5	Yes	Elect Director Albert Aboody	For	For	For	For	Votes AGAINST non-independent nominees Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are warranted for lack of a majority independent board. Votes AGAINST Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
StarTek, Inc	11/21/2022	Management	6	Yes	Elect Director Jerry Schafer	For	For	For	For	Votes AGAINST non-independent nominees Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are warranted for lack of a majority independent board. Votes AGAINST Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
StarTek, Inc	11/21/2022	Management	7	Yes	Elect Director Anupam Pahuja	For	For	For	For	Votes AGAINST non-independent nominees Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are warranted for lack of a majority independent board. Votes AGAINST Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
StarTek, Inc	11/21/2022	Management	8	Yes	Elect Director Nallathur S. Balasubramanian	For	For	For	For	Votes AGAINST non-independent nominees Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are warranted for lack of a majority independent board. Votes AGAINST Bharat Rao, Sudip Banerjee, Sanjay Chakrabarty and Mukesh Sharda are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
StarTek, Inc	11/21/2022	Management	9	Yes	Ratify BDO India LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
StarTek, Inc	11/21/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	
Steelcase Inc.	07/13/2022	Management	1	Yes	Elect Director Sara E. Armbruster	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Steelcase Inc.	07/13/2022	Management	2	Yes	Elect Director Timothy C. E. Brown	For	For	For	For	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Steelcase Inc.	07/13/2022	Management	3	Yes	Elect Director Connie K. Duckworth	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Steelcase Inc.	07/13/2022	Management	4	Yes	Elect Director Todd P. Kelsey	For	For	For	For	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Steelcase Inc.	07/13/2022	Management	5	Yes	Elect Director Jennifer C. Niemann	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Steelcase Inc.	07/13/2022	Management	6	Yes	Elect Director Robert C. Pew, III	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Steelcase Inc.	07/13/2022	Management	7	Yes	Elect Director Cathy D. Ross	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Steelcase Inc.	07/13/2022	Management	8	Yes	Elect Director Catherine C. B. Schmelter	For	For	For	For	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Steelcase Inc.	07/13/2022	Management	9	Yes	Elect Director Peter M. Wege, II	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Steelcase Inc.	07/13/2022	Management	10	Yes	Elect Director Linda K. Williams	For	For	For	For	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Steelcase Inc.	07/13/2022	Management	11	Yes	Elect Director Kate Pew Wolters	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Pew III, Sara Armbruster, Connie Duckworth, Jennifer Niemann, Cathy Ross, Peter Wege II and Kate Wolters are warranted for lack of a majority independent board. Votes AGAINST Connie Duckworth, Cathy Ross, Peter Wege II and Kate Wolters are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Steelcase Inc.	07/13/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the STI program is predominantly based on objective financial criteria and annual target goals appear reasonable. However, there are significant concerns regarding equity awards. The LTI program emphasizes one-year measurement periods, rather than a long-term focus. Moreover, the company made numerous one-time promotion and retention awards that lack performance vesting criteria. This resulted in only a small portion of the new CEO's pay being tied to objective performance criteria. Moreover, the company discloses that additional one-time awards were made in the following year, and maintains agreements that contain excise tax gross-up provisions.	
Steelcase Inc.	07/13/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.	
Stratasys Ltd.	09/15/2022	Management	1	Yes	Reelect Dov Ofer as Director	For	For	For	For	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee. A vote FOR the remaining nominees is warranted.	

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Stratasys Ltd.	09/15/2022	Management	2	Yes	Reelect S. Scott Crump as Director	For	For	Against	Against	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee. A vote FOR the remaining nominees is warranted.
Stratasys Ltd.	09/15/2022	Management	3	Yes	Reelect John J. McEleney as Director	For	For	For	For	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee. A vote FOR the remaining nominees is warranted.
Stratasys Ltd.	09/15/2022	Management	4	Yes	Reelect Ziva Patir as Director	For	For	For	For	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee. A vote FOR the remaining nominees is warranted.
Stratasys Ltd.	09/15/2022	Management	5	Yes	Reelect David Reis as Director	For	For	Against	Against	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee. A vote FOR the remaining nominees is warranted.
Stratasys Ltd.	09/15/2022	Management	6	Yes	Reelect Michael Schoellhorn as Director	For	For	For	For	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee. A vote FOR the remaining nominees is warranted.
Stratasys Ltd.	09/15/2022	Management	7	Yes	Reelect Yair Seroussi as Director	For	For	For	For	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee. A vote FOR the remaining nominees is warranted.
Stratasys Ltd.	09/15/2022	Management	8	Yes	Reelect Adina Shorr as Director	For	For	For	For	Votes AGAINST non-independent director nominees S. Scott Crump and David Reis are warranted due to the company's lack of a formal nominating committee. A vote FOR the remaining nominees is warranted.
Stratasys Ltd.	09/15/2022	Management	9	Yes	Approve Adoption of the Stratasys 2022 Share Incentive Plan	For	For	For	For	A vote FOR this item is warranted as there are no apparent concerns with the proposed grants share incentive plan and the resulting potential dilution would not be excessive.
Stratasys Ltd.	09/15/2022	Management	10	Yes	Reappoint Kesselman & Kesselman as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Stratasys Ltd.	09/15/2022	Management	11	No	Discuss Financial Statements and the Report of the Board					No vote is required for this item.
STRATTEC SECURITY CORPORATION	10/11/2022	Management	1	Yes	Elect Director Tina Chang	For	For	For	For	WITHHOLD votes for non-independent nominee Frank Krejci are warranted for lack of a majority independent board. A vote FOR Tina Chang is warranted.
STRATTEC SECURITY CORPORATION	10/11/2022	Management	2	Yes	Elect Director Frank J. Krejci	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Frank Krejci are warranted for lack of a majority independent board. A vote FOR Tina Chang is warranted.
STRATTEC SECURITY CORPORATION	10/11/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single trigger change in control provision; * Equity award arrangements provide for automatic accelerated vesting upon a CIC; * The company does not disclose a compensation clawback policy, stock ownership guidelines, or holding period requirements for executives; and * The company does not condition vesting of long-term awards on achievement of performance goals.
Stride, Inc.	12/09/2022	Management	1	Yes	Elect Director Aida M. Alvarez	For	For	Withhold	Withhold	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Aida Alvarez are warranted for serving as a director on the boards of more than four publicly traded companies. A vote FOR the remaining director nominees is warranted.
Stride, Inc.	12/09/2022	Management	2	Yes	Elect Director Craig R. Barrett	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Aida Alvarez are warranted for serving as a director on the boards of more than four publicly traded companies. A vote FOR the remaining director nominees is warranted.
Stride, Inc.	12/09/2022	Management	3	Yes	Elect Director Robert L. Cohen	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Aida Alvarez are warranted for serving as a director on the boards of more than four publicly traded companies. A vote FOR the remaining director nominees is warranted.
Stride, Inc.	12/09/2022	Management	4	Yes	Elect Director Steven B. Fink	For	For	Withhold	Withhold	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Aida Alvarez are warranted for serving as a director on the boards of more than four publicly traded companies. A vote FOR the remaining director nominees is warranted.

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Stride, Inc.	12/09/2022	Management	5	Yes	Elect Director Robert E. Knowling, Jr.	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Aida Alvarez are warranted for serving as a director on the boards of more than four publicly traded companies. A vote FOR the remaining director nominees is warranted.	
Stride, Inc.	12/09/2022	Management	6	Yes	Elect Director Liza McFadden	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Aida Alvarez are warranted for serving as a director on the boards of more than four publicly traded companies. A vote FOR the remaining director nominees is warranted.	
Stride, Inc.	12/09/2022	Management	7	Yes	Elect Director James J. Rhyu	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Aida Alvarez are warranted for serving as a director on the boards of more than four publicly traded companies. A vote FOR the remaining director nominees is warranted.	
Stride, Inc.	12/09/2022	Management	8	Yes	Elect Director Joseph A. Verbrugge	For	For	For	For	WITHHOLD votes for Steven Fink are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Aida Alvarez are warranted for serving as a director on the boards of more than four publicly traded companies. A vote FOR the remaining director nominees is warranted.	
Stride, Inc.	12/09/2022	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Stride, Inc.	12/09/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Stride, Inc.	12/09/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan administrator may provide loans to exercise awards. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	
Taro Pharmaceutical Industries Ltd.	12/29/2022	Management	1	Yes	Reelect Dilip Shanghvi as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.	
Taro Pharmaceutical Industries Ltd.	12/29/2022	Management	2	Yes	Reelect Abhay Gandhi as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.	
Taro Pharmaceutical Industries Ltd.	12/29/2022	Management	3	Yes	Reelect Sudhir Valia as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.	
Taro Pharmaceutical Industries Ltd.	12/29/2022	Management	4	Yes	Reelect Uday Baldota as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.	
Taro Pharmaceutical Industries Ltd.	12/29/2022	Management	5	Yes	Reelect James Kedrowski as Director	For	For	Against	Against	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.	
Taro Pharmaceutical Industries Ltd.	12/29/2022	Management	6	Yes	Reelect Dov Pekelman as Director	For	For	For	For	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.	

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Taro Pharmaceutical Industries Ltd.	12/29/2022	Management	7	Yes	Reelect Linda Benshoshan as External Director	For	For	For	For	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.
Taro Pharmaceutical Industries Ltd.	12/29/2022	Management	8	Yes	Reelect Robert Stein as External Director	For	For	For	For	Votes AGAINST non-independent nominees Dilip Shanghvi, Uday Baldota, Abhay Gandhi, James Kedrowski and Sudhir Valia are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. Votes AGAINST Dilip Shanghvi are warranted for serving as a non-independent board chair. Votes FOR the remaining nominees are warranted.
Taro Pharmaceutical Industries Ltd.	12/29/2022	Management	9	Yes	Approve Compensation of Dilip Shanghvi, Chairman	For	For	For	For	A vote FOR this item is warranted, as there are no apparent concerns regarding the proposed compensation.
Taro Pharmaceutical Industries Ltd.	12/29/2022	Management	10	Yes	Reappoint Ziv Haft (BDO) as Auditors and Authorize Board to Fix Their Remuneration	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Taro Pharmaceutical Industries Ltd.	12/29/2022	Management	11	No	Discuss Financial Statements and the Report of the Board					No vote is required for this item.
Taro Pharmaceutical Industries Ltd.	12/29/2022	Management	12	Yes	Vote FOR if you are NOT a controlling shareholder and do NOT have a personal interest in one or several resolutions, as indicated in the proxy card; otherwise, vote AGAINST. If you vote AGAINST, please provide an explanation to your account manager	None	Refer	Refer	For	Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will be disqualified.
TCR2 Therapeutics Inc.	10/14/2022	Management	1	Yes	Elect Director Shawn Tomasello	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Stephen Webster and Shawn Tomasello given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
TCR2 Therapeutics Inc.	10/14/2022	Management	2	Yes	Elect Director Stephen Webster	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Stephen Webster and Shawn Tomasello given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
TCR2 Therapeutics Inc.	10/14/2022	Management	3	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Tecnoglass Inc.	12/15/2022	Management	1	Yes	Elect Director Jose M. Daes	For	For	Against	Against	Votes AGAINST non-independent nominees A. Lorne Weil and Jose Daes are warranted for lack of a majority independent board. Votes AGAINST A. Lorne Weil are also warranted for serving as a non-independent member of a key board committee.
Tecnoglass Inc.	12/15/2022	Management	2	Yes	Elect Director A. Lorne Weil	For	For	Against	Against	Votes AGAINST non-independent nominees A. Lorne Weil and Jose Daes are warranted for lack of a majority independent board. Votes AGAINST A. Lorne Weil are also warranted for serving as a non-independent member of a key board committee.
Tecnoglass Inc.	12/15/2022	Management	3	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that a review of the company's executive pay program does not raise significant concerns at this time.
Terminix Global Holdings, Inc.	10/06/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Although the implied value of the consideration has declined since announcement due to the decline in RTO shares as well as GBP devaluation relative to USD, as of Sept. 20, 2022, the offer represents a premium to the unaffected price, the board's review of alternatives appears to have been thorough, the strategic rationale appears sound, and the form of consideration provides an opportunity for shareholders to opt for certainty of value or potential upside of the combined entity. On balance, a vote FOR the proposed transaction is warranted.
Terminix Global Holdings, Inc.	10/06/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Support for this proposal is warranted. Although the CEO will receive a sizeable retention award in connection with the transaction, cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable. In addition, unvested equity held by executives will only accelerate upon a qualifying termination.
TESSCO Technologies Incorporated	07/28/2022	Management	1	Yes	Elect Director Timothy Bryan	For	For	For	For	A vote FOR all director nominees is warranted.
TESSCO Technologies Incorporated	07/28/2022	Management	2	Yes	Elect Director Steven T. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.
TESSCO Technologies Incorporated	07/28/2022	Management	3	Yes	Elect Director Stephanie Dismore	For	For	For	For	A vote FOR all director nominees is warranted.
TESSCO Technologies Incorporated	07/28/2022	Management	4	Yes	Elect Director Matthew W. Brewer	For	For	For	For	A vote FOR all director nominees is warranted.

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TESSCO Technologies Incorporated	07/28/2022	Management	5	Yes	Elect Director Vernon L. Irvin	For	For	For	For	A vote FOR all director nominees is warranted.
TESSCO Technologies Incorporated	07/28/2022	Management	6	Yes	Elect Director Kathleen McLean	For	For	For	For	A vote FOR all director nominees is warranted.
TESSCO Technologies Incorporated	07/28/2022	Management	7	Yes	Elect Director Sandip Mukerjee	For	For	For	For	A vote FOR all director nominees is warranted.
TESSCO Technologies Incorporated	07/28/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
TESSCO Technologies Incorporated	07/28/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * The excessive life insurance perquisite provided to the CEO; * The lack of risk-mitigating features under the executive pay program; * Single-trigger vesting acceleration of equity awards upon a change-in-control; and * The lack of disclosure on performance goals for the short-term or long-term incentives.
The Container Store Group, Inc.	08/31/2022	Management	1	Yes	Elect Director Lisa Klinger	For	For	For	For	A vote FOR all director nominees is warranted.
The Container Store Group, Inc.	08/31/2022	Management	2	Yes	Elect Director Satish Malhotra	For	For	For	For	A vote FOR all director nominees is warranted.
The Container Store Group, Inc.	08/31/2022	Management	3	Yes	Elect Director Wendi Sturgis	For	For	For	For	A vote FOR all director nominees is warranted.
The Container Store Group, Inc.	08/31/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Container Store Group, Inc.	08/31/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
The First Bancshares, Inc.	12/29/2022	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	Given the expected cost savings and accretion, the solid strategic rationale, and the positive market reaction, support FOR the transaction is warranted.
The First Bancshares, Inc.	12/29/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
The Hain Celestial Group, Inc.	11/17/2022	Management	1	Yes	Elect Director Richard A. Beck	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	11/17/2022	Management	2	Yes	Elect Director Celeste A. Clark	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	11/17/2022	Management	3	Yes	Elect Director Dean Hollis	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	11/17/2022	Management	4	Yes	Elect Director Shervin J. Korangy	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	11/17/2022	Management	5	Yes	Elect Director Mark L. Schiller	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	11/17/2022	Management	6	Yes	Elect Director Michael B. Sims	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	11/17/2022	Management	7	Yes	Elect Director Carlyn R. Taylor	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	11/17/2022	Management	8	Yes	Elect Director Dawn M. Zier	For	For	For	For	A vote FOR all director nominees is warranted.
The Hain Celestial Group, Inc.	11/17/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
The Hain Celestial Group, Inc.	11/17/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Hain Celestial Group, Inc.	11/17/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
The L.S. Starrett Company	10/19/2022	Management	1	Yes	Elect Director Charles J. Alpuche	For	For	For	For	WITHHOLD votes are warranted for incumbent director nominee Scott Sproule for maintaining a long-term poison pill that has not been ratified by shareholders and for failure to address the majority withhold votes for director Gordon at last year's annual meeting. A vote FOR Charles Alpuche is warranted.
The L.S. Starrett Company	10/19/2022	Management	2	Yes	Elect Director Scott W. Sproule	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for incumbent director nominee Scott Sproule for maintaining a long-term poison pill that has not been ratified by shareholders and for failure to address the majority withhold votes for director Gordon at last year's annual meeting. A vote FOR Charles Alpuche is warranted.
The L.S. Starrett Company	10/19/2022	Management	3	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	Against	Against	Despite the fact that the plan complies with Section 423 of the Internal Revenue Code and the reasonable offering period, a vote AGAINST this proposal is warranted given that the number of shares reserved would cause excessive voting power dilution.
The L.S. Starrett Company	10/19/2022	Management	4	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.



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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Thermon Group Holdings, Inc.	08/01/2022	Management	1	Yes	Elect Director John U. Clarke	For	For	For	For	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Thermon Group Holdings, Inc.	08/01/2022	Management	2	Yes	Elect Director Linda A. Dalgetty	For	For	For	For	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Thermon Group Holdings, Inc.	08/01/2022	Management	3	Yes	Elect Director Roger L. Fix	For	For	For	For	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Thermon Group Holdings, Inc.	08/01/2022	Management	4	Yes	Elect Director Marcus J. George	For	For	Withhold	Withhold	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Thermon Group Holdings, Inc.	08/01/2022	Management	5	Yes	Elect Director Kevin J. McGinty	For	For	For	For	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Thermon Group Holdings, Inc.	08/01/2022	Management	6	Yes	Elect Director John T. Nesser, III	For	For	For	For	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Thermon Group Holdings, Inc.	08/01/2022	Management	7	Yes	Elect Director Bruce A. Thames	For	For	For	For	WITHHOLD votes for Marcus George are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.	
Thermon Group Holdings, Inc.	08/01/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Thermon Group Holdings, Inc.	08/01/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Transcat, Inc.	09/07/2022	Management	1	Yes	Elect Director Charles P. Hadeed	For	Withhold	Withhold	Withhold	WITHHOLD votes for Charles Hadeed and Paul Moore are warranted for serving as non-independent members of a key board committee. A vote FOR Cynthia Langston is warranted.	
Transcat, Inc.	09/07/2022	Management	2	Yes	Elect Director Cynthia Langston	For	For	For	For	WITHHOLD votes for Charles Hadeed and Paul Moore are warranted for serving as non-independent members of a key board committee. A vote FOR Cynthia Langston is warranted.	
Transcat, Inc.	09/07/2022	Management	3	Yes	Elect Director Paul D. Moore	For	For	Withhold	Withhold	WITHHOLD votes for Charles Hadeed and Paul Moore are warranted for serving as non-independent members of a key board committee. A vote FOR Cynthia Langston is warranted.	
Transcat, Inc.	09/07/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Transcat, Inc.	09/07/2022	Management	5	Yes	Ratify Freed Maxick CPAs, P.C as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Travelzoo	12/28/2022	Management	1	Yes	Issue Shares in Connection with Acquisition	For	For	For	For	Related-party transactions, particularly those that result in a founder becoming a controlling shareholder, may draw additional scrutiny from investors than arm's-length transactions due to the heightened risks of conflicts of interest. Though a board can and should structure a process to mitigate some of these investor concerns, such as by appointing a Special Committee of disinterested directors, as in this case, the principle-agent conflicts inherent to such transactions will likely never be fully addressed. With that said, the strategic rationale for the stock purchase agreement appears sound, as it would strengthen TZOO's balance sheet while simultaneously expanding TZOO's business platform and opportunities in the Metaverse travel and entertainment industry. Additionally, direct ownership control of MTE is likely to provide economic value to shareholders through the utilization of MTE's NOLs to offset TZOO's U.S. federal taxable income in future years. On balance, a vote FOR this proposal is warranted.	
Travelzoo	12/28/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as the underling transaction merits shareholder support.	
Twin Disc, incorporated	10/27/2022	Management	1	Yes	Elect Director John H. Batten	For	For	For	For	A vote FOR all director nominees is warranted.	
Twin Disc, incorporated	10/27/2022	Management	2	Yes	Elect Director Juliann Larimer	For	For	For	For	A vote FOR all director nominees is warranted.	
Twin Disc, incorporated	10/27/2022	Management	3	Yes	Elect Director Kevin M. Olsen	For	For	For	For	A vote FOR all director nominees is warranted.	
Twin Disc, incorporated	10/27/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Twin Disc, incorporated	10/27/2022	Management	5	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Ultralife Corporation	07/20/2022	Management	1	Yes	Elect Director Michael D. Popielec	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford (Brad) Whitmore, Michael Popielec, Thomas Saeli, Robert Shaw II and Ranjit (Charanjit) Singh are warranted for lack of a majority independent board. WITHHOLD votes for Bradford (Brad) Whitmore, Thomas Saeli, Robert Shaw II and Ranjit (Charanjit) Singh are also warranted for serving as non-independent members of a key board committee.	

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Ultralife Corporation	07/20/2022	Management	2	Yes	Elect Director Thomas L. Saeli	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford (Brad) Whitmore, Michael Popielec, Thomas Saeli, Robert Shaw II and Ranjit (Charanjit) Singh are warranted for lack of a majority independent board. WITHHOLD votes for Bradford (Brad) Whitmore, Thomas Saeli, Robert Shaw II and Ranjit (Charanjit) Singh are also warranted for serving as non-independent members of a key board committee.
Ultralife Corporation	07/20/2022	Management	3	Yes	Elect Director Robert W. Shaw, II	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford (Brad) Whitmore, Michael Popielec, Thomas Saeli, Robert Shaw II and Ranjit (Charanjit) Singh are warranted for lack of a majority independent board. WITHHOLD votes for Bradford (Brad) Whitmore, Thomas Saeli, Robert Shaw II and Ranjit (Charanjit) Singh are also warranted for serving as non-independent members of a key board committee.
Ultralife Corporation	07/20/2022	Management	4	Yes	Elect Director Ranjit C. Singh	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford (Brad) Whitmore, Michael Popielec, Thomas Saeli, Robert Shaw II and Ranjit (Charanjit) Singh are warranted for lack of a majority independent board. WITHHOLD votes for Bradford (Brad) Whitmore, Thomas Saeli, Robert Shaw II and Ranjit (Charanjit) Singh are also warranted for serving as non-independent members of a key board committee.
Ultralife Corporation	07/20/2022	Management	5	Yes	Elect Director Bradford T. Whitmore	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Bradford (Brad) Whitmore, Michael Popielec, Thomas Saeli, Robert Shaw II and Ranjit (Charanjit) Singh are warranted for lack of a majority independent board. WITHHOLD votes for Bradford (Brad) Whitmore, Thomas Saeli, Robert Shaw II and Ranjit (Charanjit) Singh are also warranted for serving as non-independent members of a key board committee.
Ultralife Corporation	07/20/2022	Management	6	Yes	Ratify Freed Maxick CPAs, P.C. as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Unico American Corporation	10/13/2022	Management	1	Yes	Elect Director Gerard J. Altonji	For	For	For	For	WITHHOLD votes for Jeffrey (Jeff) Tuder are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members John Keefe Sr. and Jeffrey (Jeff) Tuder are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Unico American Corporation	10/13/2022	Management	2	Yes	Elect Director Erwin Cheldin	For	For	For	For	WITHHOLD votes for Jeffrey (Jeff) Tuder are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members John Keefe Sr. and Jeffrey (Jeff) Tuder are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Unico American Corporation	10/13/2022	Management	3	Yes	Elect Director John B. Keefe, Sr.	For	For	Withhold	Withhold	WITHHOLD votes for Jeffrey (Jeff) Tuder are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members John Keefe Sr. and Jeffrey (Jeff) Tuder are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Unico American Corporation	10/13/2022	Management	4	Yes	Elect Director Joycelyn M. Ray	For	For	For	For	WITHHOLD votes for Jeffrey (Jeff) Tuder are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members John Keefe Sr. and Jeffrey (Jeff) Tuder are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Unico American Corporation	10/13/2022	Management	5	Yes	Elect Director Steven L. Shea	For	For	For	For	WITHHOLD votes for Jeffrey (Jeff) Tuder are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members John Keefe Sr. and Jeffrey (Jeff) Tuder are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Unico American Corporation	10/13/2022	Management	6	Yes	Elect Director Jeffrey M. Tuder	For	For	Withhold	Withhold	WITHHOLD votes for Jeffrey (Jeff) Tuder are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members John Keefe Sr. and Jeffrey (Jeff) Tuder are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Unico American Corporation	10/13/2022	Management	7	Yes	Elect Director Kathryn Johnson	For	For	For	For	WITHHOLD votes for Jeffrey (Jeff) Tuder are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent Audit Committee members John Keefe Sr. and Jeffrey (Jeff) Tuder are warranted for failing to include auditor ratification on the proxy ballot. A vote FOR the remaining director nominees is warranted.
Unico American Corporation	10/13/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Unifi, Inc.	11/02/2022	Management	1	Yes	Elect Director Emma S. Battle	For	For	For	For	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Unifi, Inc.	11/02/2022	Management	2	Yes	Elect Director Francis S. Blake	For	For	For	For	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Unifi, Inc.	11/02/2022	Management	3	Yes	Elect Director Albert P. Carey	For	For	Against	Against	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Unifi, Inc.	11/02/2022	Management	4	Yes	Elect Director Archibald Cox, Jr.	For	For	Against	Against	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Unifi, Inc.	11/02/2022	Management	5	Yes	Elect Director Edmund M. Ingle	For	For	Against	Against	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Unifi, Inc.	11/02/2022	Management	6	Yes	Elect Director Kenneth G. Langone	For	For	Against	Against	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Unifi, Inc.	11/02/2022	Management	7	Yes	Elect Director Suzanne M. Present	For	For	Against	Against	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Unifi, Inc.	11/02/2022	Management	8	Yes	Elect Director Rhonda L. Ramlo	For	For	For	For	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Unifi, Inc.	11/02/2022	Management	9	Yes	Elect Director Eva T. Zlotnicka	For	For	For	For	Votes AGAINST non-independent nominees Albert (Al) Carey, Edmund (Eddie) Ingle, Archibald Cox Jr., Kenneth Langone and Suzanne Present are warranted for lack of a majority independent board. Votes AGAINST Archibald Cox Jr., Kenneth Langone and Suzanne Present are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Unifi, Inc.	11/02/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	
Unifi, Inc.	11/02/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
USA Truck, Inc.	09/12/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	A vote FOR the proposed transaction is warranted in light of the premium and the downside risk of non-approval.	

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USA Truck, Inc.	09/12/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although equity awards will auto-accelerate upon the closing, cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable.
USA Truck, Inc.	09/12/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
V2X, Inc.	10/27/2022	Management	1	Yes	Elect Director Mary L. Howell	For	For	For	For	Votes AGAINST non-independent nominees Joel Rotroff and Neil Snyder are warranted for lack of a majority independent board. Votes AGAINST Joel Rotroff and Neil Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
V2X, Inc.	10/27/2022	Management	2	Yes	Elect Director Eric M. Pillmore	For	For	For	For	Votes AGAINST non-independent nominees Joel Rotroff and Neil Snyder are warranted for lack of a majority independent board. Votes AGAINST Joel Rotroff and Neil Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
V2X, Inc.	10/27/2022	Management	3	Yes	Elect Director Joel M. Rotroff	For	Against	Against	Against	Votes AGAINST non-independent nominees Joel Rotroff and Neil Snyder are warranted for lack of a majority independent board. Votes AGAINST Joel Rotroff and Neil Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
V2X, Inc.	10/27/2022	Management	4	Yes	Elect Director Neil D. Snyder	For	Against	Against	Against	Votes AGAINST non-independent nominees Joel Rotroff and Neil Snyder are warranted for lack of a majority independent board. Votes AGAINST Joel Rotroff and Neil Snyder are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
V2X, Inc.	10/27/2022	Management	5	Yes	Ratify RSM US LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
V2X, Inc.	10/27/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
V2X, Inc.	10/27/2022	Management	7	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Value Line, Inc.	10/07/2022	Management	1	Yes	Elect Director Howard A. Brecher	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Brecher, Stephen Anastasio, Mary Bernstein, Stephen Davis, and Alfred Fiore are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Stephen Davis and Alfred Fiore are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Howard Brecher are further warranted for lack of racial or ethnic diversity on the board. WITHHOLD votes for Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest, and for failing to include auditor ratification on the proxy ballot.
Value Line, Inc.	10/07/2022	Management	2	Yes	Elect Director Stephen R. Anastasio	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Brecher, Stephen Anastasio, Mary Bernstein, Stephen Davis, and Alfred Fiore are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Stephen Davis and Alfred Fiore are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Howard Brecher are further warranted for lack of racial or ethnic diversity on the board. WITHHOLD votes for Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest, and for failing to include auditor ratification on the proxy ballot.

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Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	
Value Line, Inc.	10/07/2022	Management	3	Yes	Elect Director Mary Bernstein	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Brecher, Stephen Anastasio, Mary Bernstein, Stephen Davis, and Alfred Fiore are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Stephen Davis and Alfred Fiore are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Howard Brecher are further warranted for lack of racial or ethnic diversity on the board. WITHHOLD votes for Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest, and for failing to include auditor ratification on the proxy ballot.	
Value Line, Inc.	10/07/2022	Management	4	Yes	Elect Director Alfred R. Fiore	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Brecher, Stephen Anastasio, Mary Bernstein, Stephen Davis, and Alfred Fiore are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Stephen Davis and Alfred Fiore are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Howard Brecher are further warranted for lack of racial or ethnic diversity on the board. WITHHOLD votes for Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest, and for failing to include auditor ratification on the proxy ballot.	
Value Line, Inc.	10/07/2022	Management	5	Yes	Elect Director Stephen P. Davis	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Brecher, Stephen Anastasio, Mary Bernstein, Stephen Davis, and Alfred Fiore are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Stephen Davis and Alfred Fiore are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Howard Brecher are further warranted for lack of racial or ethnic diversity on the board. WITHHOLD votes for Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest, and for failing to include auditor ratification on the proxy ballot.	
Value Line, Inc.	10/07/2022	Management	6	Yes	Elect Director Glenn J. Muenzer	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Howard Brecher, Stephen Anastasio, Mary Bernstein, Stephen Davis, and Alfred Fiore are warranted for lack of a majority independent board. WITHHOLD votes for incumbent Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for neglecting to include auditor ratification on the proxy ballot. WITHHOLD votes for Stephen Davis and Alfred Fiore are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for chairman of the board Howard Brecher are further warranted for lack of racial or ethnic diversity on the board. WITHHOLD votes for Audit Committee members Stephen Davis, Alfred Fiore and Glenn Muenzer are warranted for approving an excessive amount of non-audit related services by the company's auditor in the last year, which increases the potential for a conflict of interest, and for failing to include auditor ratification on the proxy ballot.	
Viavi Solutions Inc.	11/09/2022	Management	1	Yes	Elect Director Richard E. Belluzzo	For	For	Withhold	Withhold	WITHHOLD votes for Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Viavi Solutions Inc.	11/09/2022	Management	2	Yes	Elect Director Keith Barnes	For	For	Withhold	Withhold	WITHHOLD votes for Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	

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Viavi Solutions Inc.	11/09/2022	Management	3	Yes	Elect Director Laura Black	For	For	For	For	WITHHOLD votes for Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Viavi Solutions Inc.	11/09/2022	Management	4	Yes	Elect Director Tor Braham	For	For	For	For	WITHHOLD votes for Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Viavi Solutions Inc.	11/09/2022	Management	5	Yes	Elect Director Timothy Campos	For	For	For	For	WITHHOLD votes for Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Viavi Solutions Inc.	11/09/2022	Management	6	Yes	Elect Director Donald Colvin	For	For	For	For	WITHHOLD votes for Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Viavi Solutions Inc.	11/09/2022	Management	7	Yes	Elect Director Masood A. Jabbar	For	For	Withhold	Withhold	WITHHOLD votes for Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Viavi Solutions Inc.	11/09/2022	Management	8	Yes	Elect Director Oleg Khaykin	For	For	For	For	WITHHOLD votes for Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Viavi Solutions Inc.	11/09/2022	Management	9	Yes	Elect Director Joanne Solomon	For	For	For	For	WITHHOLD votes for Richard Belluzzo, Keith Barnes and Masood Jabbar are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.	
Viavi Solutions Inc.	11/09/2022	Management	10	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
Viavi Solutions Inc.	11/09/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. In response to a low say-on-pay vote result, the company engaged with shareholders, disclosed their feedback in the proxy statement, and addressed shareholder concerns, including a firm commitment not to repeat one-time actions shareholders disfavored. Moreover, the pay-for-performance misalignment for the year in review was sufficiently mitigated. CEO pay decreased significantly year-over-year, reflecting the absence of the one-time retention awards granted in the prior year, with total CEO pay modestly above the median of company-defined peers. Additionally, half of the company's annual equity awards are conditioned on clearly disclosed and rigorous relative TSR performance targets measured over a multi-year period, and annual incentives were earned below target levels, in line with company performance.	
Village Super Market, Inc.	12/16/2022	Management	1	Yes	Elect Director Robert Sumas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Perry Blatt, Steven Crystal, Stephen Rooney, John Sumas, Nicholas (Nico) Sumas and John Sumas are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for chairman William Sumas, in the absence of a formal nominating committee, for failing to establish gender diversity on the board. A vote FOR Prasad Pola is warranted.	
Village Super Market, Inc.	12/16/2022	Management	2	Yes	Elect Director William Sumas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Perry Blatt, Steven Crystal, Stephen Rooney, John Sumas, Nicholas (Nico) Sumas and John Sumas are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for chairman William Sumas, in the absence of a formal nominating committee, for failing to establish gender diversity on the board. A vote FOR Prasad Pola is warranted.	



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Village Super Market, Inc.	12/16/2022	Management	3	Yes	Elect Director John P. Sumas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Perry Blatt, Steven Crystal, Stephen Rooney, John Sumas, Nicholas (Nico) Sumas and John Sumas are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for chairman William Sumas, in the absence of a formal nominating committee, for failing to establish gender diversity on the board. A vote FOR Prasad Pola is warranted.	
Village Super Market, Inc.	12/16/2022	Management	4	Yes	Elect Director Nicholas Sumas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Perry Blatt, Steven Crystal, Stephen Rooney, John Sumas, Nicholas (Nico) Sumas and John Sumas are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for chairman William Sumas, in the absence of a formal nominating committee, for failing to establish gender diversity on the board. A vote FOR Prasad Pola is warranted.	
Village Super Market, Inc.	12/16/2022	Management	5	Yes	Elect Director John J. Sumas	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Perry Blatt, Steven Crystal, Stephen Rooney, John Sumas, Nicholas (Nico) Sumas and John Sumas are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for chairman William Sumas, in the absence of a formal nominating committee, for failing to establish gender diversity on the board. A vote FOR Prasad Pola is warranted.	
Village Super Market, Inc.	12/16/2022	Management	6	Yes	Elect Director Kevin Begley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Perry Blatt, Steven Crystal, Stephen Rooney, John Sumas, Nicholas (Nico) Sumas and John Sumas are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for chairman William Sumas, in the absence of a formal nominating committee, for failing to establish gender diversity on the board. A vote FOR Prasad Pola is warranted.	
Village Super Market, Inc.	12/16/2022	Management	7	Yes	Elect Director Steven Crystal	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Perry Blatt, Steven Crystal, Stephen Rooney, John Sumas, Nicholas (Nico) Sumas and John Sumas are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for chairman William Sumas, in the absence of a formal nominating committee, for failing to establish gender diversity on the board. A vote FOR Prasad Pola is warranted.	
Village Super Market, Inc.	12/16/2022	Management	8	Yes	Elect Director Stephen F. Rooney	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Perry Blatt, Steven Crystal, Stephen Rooney, John Sumas, Nicholas (Nico) Sumas and John Sumas are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for chairman William Sumas, in the absence of a formal nominating committee, for failing to establish gender diversity on the board. A vote FOR Prasad Pola is warranted.	

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Village Super Market, Inc.	12/16/2022	Management	9	Yes	Elect Director Perry J. Blatt	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Perry Blatt, Steven Crystal, Stephen Rooney, John Sumas, Nicholas (Nico) Sumas and John Sumas are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for chairman William Sumas, in the absence of a formal nominating committee, for failing to establish gender diversity on the board. A vote FOR Prasad Pola is warranted.
Village Super Market, Inc.	12/16/2022	Management	10	Yes	Elect Director Prasad Pola	For	For	For	For	WITHHOLD votes for non-independent nominees William Sumas, Robert Sumas, Kevin Begley, Perry Blatt, Steven Crystal, Stephen Rooney, John Sumas, Nicholas (Nico) Sumas and John Sumas are warranted for lack of a majority independent board and for the company's lack of a formal nominating committee. WITHHOLD votes for Robert Sumas, Kevin Begley, Steven Crystal, Stephen Rooney, John Sumas and John Sumas are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes are further warranted for chairman William Sumas, in the absence of a formal nominating committee, for failing to establish gender diversity on the board. A vote FOR Prasad Pola is warranted.
Village Super Market, Inc.	12/16/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vista Outdoor Inc.	07/26/2022	Management	1	Yes	Elect Director Michael Callahan	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	07/26/2022	Management	2	Yes	Elect Director Christopher T. Metz	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	07/26/2022	Management	3	Yes	Elect Director Gerard Gibbons	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	07/26/2022	Management	4	Yes	Elect Director Mark A. Gottfredson	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	07/26/2022	Management	5	Yes	Elect Director Bruce E. Grooms	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	07/26/2022	Management	6	Yes	Elect Director Tig H. Krekel	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	07/26/2022	Management	7	Yes	Elect Director Gary L. McArthur	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	07/26/2022	Management	8	Yes	Elect Director Frances P. Philip	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	07/26/2022	Management	9	Yes	Elect Director Michael D. Robinson	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	07/26/2022	Management	10	Yes	Elect Director Robert M. Tarola	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	07/26/2022	Management	11	Yes	Elect Director Lynn M. Utter	For	For	For	For	A vote FOR all director nominees is warranted.
Vista Outdoor Inc.	07/26/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Vista Outdoor Inc.	07/26/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
VOXX International Corporation	07/21/2022	Management	1	Yes	Elect Director Peter A. Lesser	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Denise Gibson are warranted for failure to establish racial or ethnic diversity on the board. In the absence of a "say-on-pay" proposal, WITHHOLD votes for compensation committee members John Adamovich Jr., Denise Gibson and Peter Lesser are further warranted in light of the company's problematic compensation practices, including the CEO's large automobile-related perquisite, the lack of long-term performance metrics for awards, auto-accelerated vesting of equity awards upon a CIC event, legacy agreement that provides for guaranteed multi-year equity awards, modified single-trigger severance in existing legacy agreements, and the company's lack of risk mitigating provisions.

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VOXX International Corporation	07/21/2022	Management	2	Yes	Elect Director Denise Waund Gibson	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Denise Gibson are warranted for failure to establish racial or ethnic diversity on the board. In the absence of a "say-on-pay" proposal, WITHHOLD votes for compensation committee members John Adamovich Jr., Denise Gibson and Peter Lesser are further warranted in light of the company's problematic compensation practices, including the CEO's large automobile-related perquisite, the lack of long-term performance metrics for awards, auto-accelerated vesting of equity awards upon a CIC event, legacy agreement that provides for guaranteed multi-year equity awards, modified single-trigger severance in existing legacy agreements, and the company's lack of risk mitigating provisions.
VOXX International Corporation	07/21/2022	Management	3	Yes	Elect Director John Adamovich, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Denise Gibson are warranted for failure to establish racial or ethnic diversity on the board. In the absence of a "say-on-pay" proposal, WITHHOLD votes for compensation committee members John Adamovich Jr., Denise Gibson and Peter Lesser are further warranted in light of the company's problematic compensation practices, including the CEO's large automobile-related perquisite, the lack of long-term performance metrics for awards, auto-accelerated vesting of equity awards upon a CIC event, legacy agreement that provides for guaranteed multi-year equity awards, modified single-trigger severance in existing legacy agreements, and the company's lack of risk mitigating provisions.
VOXX International Corporation	07/21/2022	Management	4	Yes	Elect Director John J. Shalam	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Denise Gibson are warranted for failure to establish racial or ethnic diversity on the board. In the absence of a "say-on-pay" proposal, WITHHOLD votes for compensation committee members John Adamovich Jr., Denise Gibson and Peter Lesser are further warranted in light of the company's problematic compensation practices, including the CEO's large automobile-related perquisite, the lack of long-term performance metrics for awards, auto-accelerated vesting of equity awards upon a CIC event, legacy agreement that provides for guaranteed multi-year equity awards, modified single-trigger severance in existing legacy agreements, and the company's lack of risk mitigating provisions.
VOXX International Corporation	07/21/2022	Management	5	Yes	Elect Director Patrick M. Lavelle	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Denise Gibson are warranted for failure to establish racial or ethnic diversity on the board. In the absence of a "say-on-pay" proposal, WITHHOLD votes for compensation committee members John Adamovich Jr., Denise Gibson and Peter Lesser are further warranted in light of the company's problematic compensation practices, including the CEO's large automobile-related perquisite, the lack of long-term performance metrics for awards, auto-accelerated vesting of equity awards upon a CIC event, legacy agreement that provides for guaranteed multi-year equity awards, modified single-trigger severance in existing legacy agreements, and the company's lack of risk mitigating provisions.

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VOXX International Corporation	07/21/2022	Management	6	Yes	Elect Director Charles M. Stoehr	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Denise Gibson are warranted for failure to establish racial or ethnic diversity on the board. In the absence of a "say-on-pay" proposal, WITHHOLD votes for compensation committee members John Adamovich Jr., Denise Gibson and Peter Lesser are further warranted in light of the company's problematic compensation practices, including the CEO's large automobile-related perquisite, the lack of long-term performance metrics for awards, auto-accelerated vesting of equity awards upon a CIC event, legacy agreement that provides for guaranteed multi-year equity awards, modified single-trigger severance in existing legacy agreements, and the company's lack of risk mitigating provisions.
VOXX International Corporation	07/21/2022	Management	7	Yes	Elect Director Ari M. Shalam	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Denise Gibson are warranted for failure to establish racial or ethnic diversity on the board. In the absence of a "say-on-pay" proposal, WITHHOLD votes for compensation committee members John Adamovich Jr., Denise Gibson and Peter Lesser are further warranted in light of the company's problematic compensation practices, including the CEO's large automobile-related perquisite, the lack of long-term performance metrics for awards, auto-accelerated vesting of equity awards upon a CIC event, legacy agreement that provides for guaranteed multi-year equity awards, modified single-trigger severance in existing legacy agreements, and the company's lack of risk mitigating provisions.
VOXX International Corporation	07/21/2022	Management	8	Yes	Elect Director Beat Kahli	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees John Shalam, Patrick Lavelle, Beat Kahli, Peter Lesser, Ari Shalam and Charles Stoehr are warranted for lack of a majority independent board. WITHHOLD votes for Peter Lesser and Ari Shalam are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for nominating committee chair Denise Gibson are warranted for failure to establish racial or ethnic diversity on the board. In the absence of a "say-on-pay" proposal, WITHHOLD votes for compensation committee members John Adamovich Jr., Denise Gibson and Peter Lesser are further warranted in light of the company's problematic compensation practices, including the CEO's large automobile-related perquisite, the lack of long-term performance metrics for awards, auto-accelerated vesting of equity awards upon a CIC event, legacy agreement that provides for guaranteed multi-year equity awards, modified single-trigger severance in existing legacy agreements, and the company's lack of risk mitigating provisions.
VOXX International Corporation	07/21/2022	Management	9	Yes	Ratify Grant Thornton LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wave Life Sciences Ltd.	08/09/2022	Management	1	Yes	Elect Director Paul B. Bolno	For	For	For	For	Votes AGAINST Christian Henry and Peter Kolchinsky are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Wave Life Sciences Ltd.	08/09/2022	Management	2	Yes	Elect Director Mark H.N. Corrigan	For	For	For	For	Votes AGAINST Christian Henry and Peter Kolchinsky are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Wave Life Sciences Ltd.	08/09/2022	Management	3	Yes	Elect Director Christian Henry	For	For	Against	Against	Votes AGAINST Christian Henry and Peter Kolchinsky are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Wave Life Sciences Ltd.	08/09/2022	Management	4	Yes	Elect Director Peter Kolchinsky	For	Against	Against	Against	Votes AGAINST Christian Henry and Peter Kolchinsky are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
Wave Life Sciences Ltd.	08/09/2022	Management	5	Yes	Elect Director Adrian Rawcliffe	For	For	For	For	Votes AGAINST Christian Henry and Peter Kolchinsky are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.

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Wave Life Sciences Ltd.	08/09/2022	Management	6	Yes	Elect Director Ken Takanashi	For	For	For	For	Votes AGAINST Christian Henry and Peter Kolchinsky are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.	
Wave Life Sciences Ltd.	08/09/2022	Management	7	Yes	Elect Director Aik Na Tan	For	For	For	For	Votes AGAINST Christian Henry and Peter Kolchinsky are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.	
Wave Life Sciences Ltd.	08/09/2022	Management	8	Yes	Elect Director Gregory L. Verdine	For	For	For	For	Votes AGAINST Christian Henry and Peter Kolchinsky are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.	
Wave Life Sciences Ltd.	08/09/2022	Management	9	Yes	Elect Director Heidi L. Wagner	For	For	For	For	Votes AGAINST Christian Henry and Peter Kolchinsky are warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.	
Wave Life Sciences Ltd.	08/09/2022	Management	10	Yes	Approve KPMG LLP as Auditors and Authorize Audit Committee to Fix Their Remuneration	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.	
Wave Life Sciences Ltd.	08/09/2022	Management	11	Yes	Approve Non-Employee Directors' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company provides sufficient disclosure and the proposed compensation terms do not raise any concerns over director remuneration at the company.	
Wave Life Sciences Ltd.	08/09/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 15.85 percent is excessive.	
Wave Life Sciences Ltd.	08/09/2022	Management	13	Yes	Approve Issuance of Shares without Preemptive Rights	For	For	For	For	A vote FOR this proposal is warranted because: * Shareholders of companies with exclusive or primary listing in the US do not have an expectation of being granted preemptive subscription rights for share issuances in exchange for cash or for financing purposes; and * Listing rules provide protections against issuances of shares of over 20 percent of share capital.	
Wave Life Sciences Ltd.	08/09/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual incentives were based on pre-set clinical and operating goals, specific goal weightings and range of potential payouts remain undisclosed. Moreover, equity awards (which is the main component of total CEO pay for the year in review) lack objective performance criteria.	
Winnebago Industries, Inc.	12/13/2022	Management	1	Yes	Elect Director Kevin E. Bryant	For	For	For	For	A vote FOR all director nominees is warranted.	
Winnebago Industries, Inc.	12/13/2022	Management	2	Yes	Elect Director Richard (Rick) D. Moss	For	For	For	For	A vote FOR all director nominees is warranted.	
Winnebago Industries, Inc.	12/13/2022	Management	3	Yes	Elect Director John M. Murabito	For	For	For	For	A vote FOR all director nominees is warranted.	
Winnebago Industries, Inc.	12/13/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	
Winnebago Industries, Inc.	12/13/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
WisdomTree Investments, Inc.	07/15/2022	Management	1	Yes	Elect Director Lynn S. Blake	For	For	For	For	A vote FOR all director nominees is warranted.	
WisdomTree Investments, Inc.	07/15/2022	Management	2	Yes	Elect Director Susan Cosgrove	For	For	For	For	A vote FOR all director nominees is warranted.	
WisdomTree Investments, Inc.	07/15/2022	Management	3	Yes	Elect Director Win Neuger	For	For	For	For	A vote FOR all director nominees is warranted.	
WisdomTree Investments, Inc.	07/15/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.	
WisdomTree Investments, Inc.	07/15/2022	Management	5	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted given that the proposed increase in the number of authorized shares of common stock is reasonable and there are no substantial concerns with the company's past use of shares.	
WisdomTree Investments, Inc.	07/15/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although quantitative measures will weigh more heavily in the incentive compensation pool funding for FY22, final payouts will continue to be determined by committee discretion. In addition, notwithstanding certain disclosure improvements, disclosure of threshold and maximum goals, as well as individual performance achievements remains lacking. Although half of the CEO and COO's equity grants were performance-based, the targeting of relative TSR at merely median performance is not considered to be particularly rigorous. In addition, the majority of certain NEOs' equity awards lacked performance conditions.	
WisdomTree Investments, Inc.	07/15/2022	Management	7	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.	

Dimensional Fund Advisors - Proxy Votes - July through December 2022 Compared to ISS and Public Fund Policy Recommendations

B.1.a

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
WisdomTree Investments, Inc.	07/15/2022	Management	8	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
World Acceptance Corporation	08/17/2022	Management	1	Yes	Elect Director Ken R. Bramlett, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Scott Vassalluzzo, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board. WITHHOLD votes for Ken Bramlett Jr., Scott Vassalluzzo, Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	08/17/2022	Management	2	Yes	Elect Director R. Chad Prashad	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Scott Vassalluzzo, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board. WITHHOLD votes for Ken Bramlett Jr., Scott Vassalluzzo, Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	08/17/2022	Management	3	Yes	Elect Director Scott J. Vassalluzzo	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Scott Vassalluzzo, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board. WITHHOLD votes for Ken Bramlett Jr., Scott Vassalluzzo, Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	08/17/2022	Management	4	Yes	Elect Director Charles D. Way	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Scott Vassalluzzo, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board. WITHHOLD votes for Ken Bramlett Jr., Scott Vassalluzzo, Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	08/17/2022	Management	5	Yes	Elect Director Darrell E. Whitaker	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Scott Vassalluzzo, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board. WITHHOLD votes for Ken Bramlett Jr., Scott Vassalluzzo, Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	08/17/2022	Management	6	Yes	Elect Director Elizabeth R. Neuhoff	For	For	For	For	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Scott Vassalluzzo, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board. WITHHOLD votes for Ken Bramlett Jr., Scott Vassalluzzo, Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	08/17/2022	Management	7	Yes	Elect Director Benjamin E. Robinson, III	For	For	For	For	WITHHOLD votes for non-independent nominees Ken Bramlett Jr., R. Chad Prashad, Scott Vassalluzzo, Charles Way and Darrell Whitaker are warranted for lack of a majority independent board. WITHHOLD votes for Ken Bramlett Jr., Scott Vassalluzzo, Charles Way and Darrell Whitaker are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
World Acceptance Corporation	08/17/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
World Acceptance Corporation	08/17/2022	Management	9	Yes	Ratify RSM US LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
X4 Pharmaceuticals, Inc.	09/01/2022	Management	1	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted. Although the proposed increase in the number of authorized shares of common stock is deemed excessive, the risk to shareholders of non-approval is specific and severe as there is substantial doubt about the company's ability to continue as a going concern.
X4 Pharmaceuticals, Inc.	09/01/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted given that shareholder support is warranted for Item 1.



REPORTING PERIOD: 07/01/2022 to 09/30/2022

**HDFC Bank Limited**

**Meeting Date:** 07/16/2022      **Country:** India      **Ticker:** 500180  
**Record Date:** 07/09/2022      **Meeting Type:** Annual  
**Primary Security ID:** Y3119P190

Shares Voted: 1,281,557

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
3	Approve Dividend	Mgmt	For	For	For
4	Reelect Renu Karnad as Director	Mgmt	For	For	For
5	Approve Price Waterhouse LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
6	Approve Payment of Additional Audit Fees to MSKA & Associates, Chartered Accountants and M.M. Nissim & Co. LLP, Chartered Accountants	Mgmt	For	For	For
7	Approve Reappointment and Remuneration of Renu Karnad as Non-Executive Director	Mgmt	For	For	For
8	Authorize Issuance of Unsecured Perpetual Debt Instruments, Tier II Capital Bonds and Long Term Bonds on Private Placement Basis	Mgmt	For	Refer	For

**ITC Limited**

**Meeting Date:** 07/20/2022      **Country:** India      **Ticker:** 500875  
**Record Date:** 07/13/2022      **Meeting Type:** Annual  
**Primary Security ID:** Y4211T171

Shares Voted: 1,147,900

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Confirm Interim Dividend and Declare Final Dividend	Mgmt	For	For	For
3	Reelect David Robert Simpson as Director	Mgmt	For	Against	Against
4	Reelect Nakul Anand as Director	Mgmt	For	Against	Against

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Approve S R B C & CO LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
6	Elect Supratim Dutta as Director and Approve Appointment and Remuneration of Supratim Dutta as Whole Time Director	Mgmt	For	Against	Against
7	Approve Revision in the Remuneration of Sanjiv Puri as Chairman & Managing Director and Nakul Anand and Sumant Bhargavan as Wholetime Directors	Mgmt	For	For	For
8	Approve Material Related Party Transactions with British American Tobacco (GLP) Limited, United Kingdom	Mgmt	For	For	For
9	Approve Remuneration of ABK & Associates, Cost Accountants as Cost Auditors	Mgmt	For	For	For
10	Approve Remuneration of S. Mahadevan & Co., Cost Accountants as Cost Auditors	Mgmt	For	For	For

PVR Limited

Meeting Date: 07/21/2022

Record Date: 07/15/2022

Primary Security ID: Y71626108

Country: India

Meeting Type: Annual

Ticker: 532689

Shares Voted: 337,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Reelect Renuka Ramnath as Director	Mgmt	For	For	For
3	Approve S.R. Batliboi & Co. LLP as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
4	Approve Payment of Remuneration to Sanjai Vohra as Non-Executive Independent Director	Mgmt	For	For	For
5	Approve Remuneration Paid to Gregory Adam Foster as Non-Executive Independent Director	Mgmt	For	For	For
6	Approve Remuneration Paid to Deepa Misra Harris as Non-Executive Independent Director	Mgmt	For	For	For
7	Approve Payment of Remuneration to Vikram Bakshi as Non-Executive Independent Director	Mgmt	For	For	For
8	Approve Payment of Remuneration to Pallavi Shardul Shroff as Non-Executive Independent Director	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
9	Approve Managerial Remuneration Paid to Ajay Bijli as Chairman and Managing Director	Mgmt	For	For	For
10	Approve Managerial Remuneration Paid to Sanjeev Kumar as Joint Managing Director	Mgmt	For	For	For
11	Approve Special Incetive to Ajay Bijli as Chairman and Managing Director	Mgmt	For	Refer	For
12	Approve Special Incetive to Sanjeev Kumar as Joint Managing Director	Mgmt	For	Refer	For

Axis Bank Limited

Meeting Date: 07/29/2022Country: IndiaTicker: 532215

Record Date: 07/22/2022Meeting Type: Annual

Primary Security ID: Y0487S137

Shares Voted: 531,418					
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Dividend	Mgmt	For	For	For
3	Reelect T. C. Suseel Kumar as Director	Mgmt	For	For	For
4	Reelect Girish Paranjpe as Director	Mgmt	For	For	For
5	Elect Manoj Kohli as Director	Mgmt	For	For	For
6	Approve Enhancement of Borrowing Limit	Mgmt	For	Refer	For
7	Authorize Issuance of Debt Securities on Private Placement Basis	Mgmt	For	Refer	For
8	Approve Material Related Party Transactions for Acceptance of Deposits	Mgmt	For	For	For
9	Approve Material Related Party Transactions for Subscription of Securities	Mgmt	For	For	For
10	Approve Material Related Party Transactions for Sale of Securities	Mgmt	For	For	For
11	Approve Material Related Party Transactions for Issue of Securities, Payment of Interest and Redemption Amount thereof	Mgmt	For	For	For
12	Approve Material Related Party Transactions for Receipt of Fees/Commission for Distribution of Insurance Products and Other Related Business	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
13	Approve Material Related Party Transactions for Fund Based or Non-Fund Based Credit Facilities	Mgmt	For	For	For
14	Approve Material Related Party Transactions for Money Market Instruments / Term Borrowing / Term Lending	Mgmt	For	For	For
15	Approve Material Related Party Transactions Pertaining to Forex and Derivative Contracts	Mgmt	For	For	For

Pinduoduo Inc.

Meeting Date: 07/31/2022Country: Cayman IslandsTicker: PDD

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

Primary Security ID: 722304102

Shares Voted: 233,219

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Elect Director Lei Chen	Mgmt	For	For	For
2	Elect Director Anthony Kam Ping Leung	Mgmt	For	For	For
3	Elect Director Haifeng Lin	Mgmt	For	For	For
4	Elect Director Qi Lu	Mgmt	For	Against	Against
5	Elect Director Nanpeng Shen	Mgmt	For	For	For
6	Elect Director George Yong-Boon Yeo	Mgmt	For	Against	Against

Larsen & Toubro Limited

Meeting Date: 08/04/2022Country: IndiaTicker: 500510

Record Date: 07/28/2022Meeting Type: Annual

Primary Security ID: Y5217N159

Shares Voted: 255,305

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Dividend	Mgmt	For	For	For
3	Reelect Subramanian Sarma as Director	Mgmt	For	Against	Against
4	Reelect S. V. Desai as Director	Mgmt	For	Against	Against

Larsen & Toubro Limited

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Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Reelect T. Madhava Das as Director	Mgmt	For	Against	Against
6	Approve Reappointment and Remuneration of S.N. Subrahmanyam as Chief Executive Officer and Managing Director	Mgmt	For	Refer	For
7	Approve Related Party Transactions with Larsen Toubro Arabia LLC, L&T Modular Fabrication Yard LLC, Larsen & Toubro Electromech LLC, Larsen & Toubro Heavy Engineering LLC, Larsen & Toubro Kuwait General Contracting Co WLL	Mgmt	For	For	For
8	Approve Related Party Transactions with L&T-MHI Power Boilers Private Limited	Mgmt	For	For	For
9	Approve Related Party Transactions with L&T-MHI Power Turbine Generators Private Limited	Mgmt	For	For	For
10	Approve Related Party Transactions with L&T Special Steels and Heavy Forgings Private Limited	Mgmt	For	For	For
11	Approve Related Party Transactions with L&T Modular Fabrication Yard LLC	Mgmt	For	For	For
12	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	For	For
13	Approve Remuneration of Cost Auditors	Mgmt	For	For	For

Bharti Airtel Limited

Meeting Date: 08/12/2022

Record Date: 08/05/2022

Primary Security ID: Y0885K108

Country: India

Meeting Type: Annual

Ticker: 532454

Shares Voted: 1,909,174

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Dividend	Mgmt	For	For	For
3	Reelect Chua Sock Koong as Director	Mgmt	For	For	For
4	Approve Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve Remuneration of Cost Auditors	Mgmt	For	For	For
6	Elect Pradeep Kumar Sinha as Director	Mgmt	For	For	For
7	Elect Shyamal Mukherjee as Director	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8	Approve Reappointment of Gopal Vittal as Managing Director Designated as Managing Director & CEO	Mgmt	For	For	For
9	Approve Payment of Remuneration to Gopal Vittal as Managing Director & CEO	Mgmt	For	Refer	Against
10	Approve Increase in Total Number of Options of Employee Stock Option Scheme, 2005	Mgmt	For	Against	Against
11	Approve Bharti Airtel Employee Welfare Trust to Acquire Equity Shares of the Companyby way of Secondary Market Acquisition for Administration of Employees Stock OptionScheme, 2005	Mgmt	For	Against	Against
12	Approve Provision of Money by the Company for Purchase of its Shares by the BhartiAirtel Employee Welfare Trust for the Benefit of Employees Under Employees Stock Option Scheme, 2005	Mgmt	For	Against	Against

KE Holdings, Inc.

Meeting Date: 08/12/2022Country: Cayman IslandsTicker: 2423

Record Date: 07/12/2022Meeting Type: Annual/Special

Primary Security ID: G5223Y108

Shares Voted: 634,247

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
	Annual General Meeting	Mgmt			
1	Amend Memorandum and Articles of Association	Mgmt	For	Refer	For
2	Amend Memorandum and Articles of Association	Mgmt	For	Refer	For
3	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
4a.1	Elect Director Jeffrey Zhaohui Li	Mgmt	For	For	For
4a.2	Elect Director Xiaohong Chen	Mgmt	For	For	For
4b	Approve Remuneration of Directors	Mgmt	For	For	For
5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	Mgmt	For	Against	Against
6	Authorize Share Repurchase Program	Mgmt	For	For	For
7	Authorize Reissuance of Repurchased Shares	Mgmt	For	Against	Against



Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
8	Approve PricewaterhouseCoopers as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
	Class A Shareholders Meeting	Mgmt			
1	Amend Memorandum and Articles of Association	Mgmt	For	Refer	For

UltraTech Cement Ltd.

Meeting Date: 08/17/2022Country: IndiaTicker: 532538

Record Date: 08/10/2022Meeting Type: Annual

Primary Security ID: Y9046E109

Shares Voted: 86,555

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Dividend	Mgmt	For	For	For
3	Reelect Krishna Kishore Maheshwari as Director	Mgmt	For	For	For
4	Approve Remuneration of Cost Auditors	Mgmt	For	For	For
5	Approve Reappointment and Remuneration of Kailash Chandra Jhanwar as Managing Director	Mgmt	For	For	For
6	Approve UltraTech Cement Limited Employee Stock Option and Performance Stock Unit Scheme 2022	Mgmt	For	Against	Against
7	Approve Extension of Benefits of the UltraTech Cement Limited Employee Stock Option and Performance Stock Unit Scheme 2022 to the Employees of the Group Companies, Including Holding, Subsidiary and Associate Companies of the Company	Mgmt	For	Against	Against
8	Approve Use of Trust Route for the Implementation of the UltraTech Cement Limited Employee Stock Option and Performance Stock Unit Scheme 2022, Secondary Acquisition of the Equity Shares, and Grant of Financial Assistance to the Trust/Provision of Money	Mgmt	For	Against	Against

Guangzhou Automobile Group Co., Ltd.

Meeting Date: 08/19/2022Country: ChinaTicker: 2238

Record Date: 08/15/2022Meeting Type: Extraordinary Shareholders

Primary Security ID: Y2R318121

Shares Voted: 16,984,243

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
	Approve Extension of the Entrusted Loan to GAC FCA	Mgmt	For	Refer	For

Petroleo Brasileiro SA

Meeting Date: 08/19/2022Country: BrazilTicker: PETR4

Record Date:Meeting Type: Extraordinary Shareholders

Primary Security ID: P78331140

Shares Voted: 3,391,890

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Elect Directors	Mgmt	For	Refer	Against
2	In Case There is Any Change to the Board Slate Composition, May Your Votes Still be Counted for the Proposed Slate?	Mgmt	None	Against	Against
3	Do You Wish to Adopt Cumulative Voting for the Election of the Members of the Board of Directors, Under the Terms of Article 141 of the Brazilian Corporate Law?	Mgmt	None	Refer	Against
	If Voting FOR on Item 4, Votes Are Distributed in Equal % Amongst Nominees voted FOR. If You Vote AGST, Contact Your Client Service Rep to Unequally Allocate % of Votes. If You Vote ABST, You Will Not Participate in Cumulative Voting.	Mgmt			
4	In Case Cumulative Voting Is Adopted, Do You Wish to Equally Distribute Your Votes Amongst the Nominees below?	Mgmt	None	Refer	For
5.1	Percentage of Votes to Be Assigned - Elect Gileno Gurjao Barreto as Director	Mgmt	None	Refer	For
5.2	Percentage of Votes to Be Assigned - Elect Caio Mario Paes de Andrade as Director	Mgmt	None	Refer	For
5.3	Percentage of Votes to Be Assigned - Elect Edison Antonio Costa Britto Garcia as Independent Director	Mgmt	None	Refer	For
5.4	Percentage of Votes to Be Assigned - Elect Ieda Aparecida de Moura Cagni as Independent Director	Mgmt	None	Refer	For
5.5	Percentage of Votes to Be Assigned - Elect Marcio Andrade Weber as Independent Director	Mgmt	None	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5.6	Percentage of Votes to Be Assigned - Elect Ruy Flaks Schneider as Independent Director	Mgmt	None	Refer	For
5.7	Percentage of Votes to Be Assigned - Elect Jose Joao Abdalla Filho as Independent Director Appointed by Minority Shareholder	SH	None	Refer	For
5.8	Percentage of Votes to Be Assigned - Elect Marcelo Gasparino da Silva as Independent Director Appointed by Minority Shareholder	SH	None	Refer	For
6	Elect Gileno Gurjao Barreto as Board Chairman	Mgmt	For	Refer	For
7	In the Event of a Second Call, the Voting Instructions Contained in this Remote Voting Card May Also be Considered for the Second Call?	Mgmt	None	For	For

Eicher Motors Limited

Meeting Date: 08/24/2022Country: IndiaTicker: 505200

Record Date: 08/17/2022Meeting Type: Annual

Primary Security ID: Y2251M148

Shares Voted: 268,188					
Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Dividend	Mgmt	For	For	For
3	Reelect Vinod Kumar Aggarwal as Director	Mgmt	For	Against	Against
4	Approve S.R. Batliboi & Co., LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve Remuneration of Cost Auditors	Mgmt	For	For	For
6	Elect Govindarajan Balakrishnan as Director and Approve Appointment of Govindarajan Balakrishnan as Whole-Time Director	Mgmt	For	Against	Against
7	Approve Payment of Remuneration to Govindarajan Balakrishnan as Whole-Time Director	Mgmt	For	For	For
8	Approve Material Related Party Transactions Between VE Commercial Vehicles Limited (VECV) and Volvo Group India Private Limited	Mgmt	For	For	For

Meeting Date: 08/25/2022Country: South AfricaTicker: NPN

Record Date: 08/19/2022Meeting Type: Annual

Primary Security ID: S53435103

Shares Voted: 121,412

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Resolutions	Mgmt			
1	Accept Financial Statements and Statutory Reports for the Year Ended 31 March 2022	Mgmt	For	For	For
2	Approve Dividends for N Ordinary and A Ordinary Shares	Mgmt	For	For	For
3	Reappoint PricewaterhouseCoopers Inc as Auditors of the Company with V Myburgh as the Individual Registered Auditor	Mgmt	For	For	For
4	Appoint Deloitte as Auditors of the Company with J Welsh as the Individual Registered Auditor	Mgmt	For	For	For
5	Elect Sharmistha Dubey as Director	Mgmt	For	For	For
6.1	Re-elect Debra Meyer as Director	Mgmt	For	For	For
6.2	Re-elect Manisha Girotra as Director	Mgmt	For	Against	Against
6.3	Re-elect Koos Bekker as Director	Mgmt	For	For	For
6.4	Re-elect Steve Pacak as Director	Mgmt	For	For	For
6.5	Re-elect Cobus Stofberg as Director	Mgmt	For	For	For
7.1	Re-elect Manisha Girotra as Member of the Audit Committee	Mgmt	For	Against	Against
7.2	Re-elect Angelien Kemna as Member of the Audit Committee	Mgmt	For	For	For
7.3	Re-elect Steve Pacak as Member of the Audit Committee	Mgmt	For	For	For
8	Approve Remuneration Policy	Mgmt	For	Refer	Against
9	Approve Implementation Report of the Remuneration Report	Mgmt	For	Refer	Against
10	Place Authorised but Unissued Shares under Control of Directors	Mgmt	For	Refer	Against
11	Authorise Board to Issue Shares for Cash	Mgmt	For	Refer	Against
12	Authorise Ratification of Approved Resolutions	Mgmt	For	For	For
	Special Resolutions	Mgmt			
1.1	Approve Remuneration of Board Chairman	Mgmt	For	For	For
1.2	Approve Remuneration of Board Member	Mgmt	For	For	For
1.3	Approve Remuneration of Audit Committee Chairman	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.4	Approve Remuneration of Audit Committee Member	Mgmt	For	For	For
1.5	Approve Remuneration of Risk Committee Chairman	Mgmt	For	For	For
1.6	Approve Remuneration of Risk Committee Member	Mgmt	For	For	For
1.7	Approve Remuneration of Human Resources and Remuneration Committee Chairman	Mgmt	For	For	For
1.8	Approve Remuneration of Human Resources and Remuneration Committee Member	Mgmt	For	For	For
1.9	Approve Remuneration of Nomination Committee Chairman	Mgmt	For	For	For
1.10	Approve Remuneration of Nomination Committee Member	Mgmt	For	For	For
1.11	Approve Remuneration of Social, Ethics and Sustainability Committee Chairman	Mgmt	For	For	For
1.12	Approve Remuneration of Social, Ethics and Sustainability Committee Member	Mgmt	For	For	For
1.13	Approve Remuneration of Trustees of Group Share Schemes/Other Personnel Funds	Mgmt	For	For	For
2	Approve Financial Assistance in Terms of Section 44 of the Companies Act	Mgmt	For	Refer	Against
3	Approve Financial Assistance in Terms of Section 45 of the Companies Act	Mgmt	For	For	For
4	Authorise Repurchase of N Ordinary Shares	Mgmt	For	For	For
5	Authorise Specific Repurchase of N Ordinary Shares from Holders of N Ordinary Share	Mgmt	For	Refer	For
6	Authorise Repurchase of A Ordinary Shares	Mgmt	For	Refer	Against

Abu Dhabi Commercial Bank

Meeting Date: 08/29/2022

Record Date: 08/26/2022

Primary Security ID: M0152Q104

Country: United Arab Emirates

Meeting Type: Ordinary Shareholders

Ticker: ADCB

Shares Voted: 1,278,400

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Extraordinary Business	Mgmt			

Abu Dhabi Commercial Bank

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Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Renewal of Debt Issuance Program up to USD 8B Nonconvertible Shares, Issuance of Securities/Sukuk (Additional Tier 1 or Subordinated Tier 2 Capital) up to USD 2B, and Authorize Board or Authorized Delegates to Execute Necessary Procedures	Mgmt	For	Refer	For
2	Amend Articles of Bylaws	Mgmt	For	Refer	For

HDFC Life Insurance Company limited

Meeting Date: 08/29/2022Country: IndiaTicker: 540777

Record Date: 07/22/2022Meeting Type: Special

Primary Security ID: Y3R1AP109

Shares Voted: 667,467

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Issuance of Equity Shares on Preferential Basis to Housing Development Finance Corporation	Mgmt	For	Refer	For
2	Approve Employee Stock Option Scheme 2022	Mgmt	For	For	For
3	Approve Grant of Employee Stock Options to the Eligible Employees of the Subsidiary Companies under ESOS 2022	Mgmt	For	For	For

Oil & Natural Gas Corporation Limited

Meeting Date: 08/29/2022Country: IndiaTicker: 500312

Record Date: 08/22/2022Meeting Type: Annual

Primary Security ID: Y64606133

Shares Voted: 5,528,333

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Final Dividend	Mgmt	For	For	For
3	Reelect Rajesh Kumar Srivastava as Director	Mgmt	For	For	For
4	Authorize Board to Fix Remuneration of Auditors	Mgmt	For	For	For
5	Elect Gudey Srinivas as Government Nominee Director	Mgmt	For	For	For



Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
6	Approve Remuneration of Cost Auditors	Mgmt	For	For	For
7	Approve Material Related Party Transactions for FY 2024 with Oil and Natural Gas Corporation Employees Contributory Provident Fund (OECPF) Trust	Mgmt	For	For	For
8	Approve Material Related Party Transactions for FY 2024 with Petronet LNG Limited (PLL)	Mgmt	For	For	For
9	Approve Material Related Party Transactions for FY 2024 with ONGC Tripura Power Company Limited (OTPC)	Mgmt	For	For	For
10	Approve Material Related Party Transactions for FY 2023 with ONGC Petro additions Limited (OPaL)	Mgmt	For	For	For
11	Approve Material Related Party Transactions for FY 2024 with ONGC Petro additions Limited (OPaL)	Mgmt	For	For	For

Reliance Industries Ltd.

Meeting Date: 08/29/2022Country: IndiaTicker: 500325

Record Date: 08/22/2022Meeting Type: Annual

Primary Security ID: Y72596102

Shares Voted: 765,663

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1a	Accept Standalone Financial Statements and Statutory Reports	Mgmt	For	For	For
1b	Accept Consolidated Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Dividend	Mgmt	For	For	For
3	Reelect Nita M. Ambani as Director	Mgmt	For	Against	Against
4	Reelect Hital R. Meswani as Director	Mgmt	For	Against	Against
5	Approve Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
6	Approve Reappointment and Remuneration of Nikhil R. Meswani as a Whole-time Driector	Mgmt	For	Refer	Against
7	Elect K. V. Chowdary as Director	Mgmt	For	For	For
8	Approve Remuneration of Cost Auditors	Mgmt	For	For	For
9	Amend Object Clause of the Memorandum of Association	Mgmt	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
10	Approve Material Related Party Transactions of the Company	Mgmt	For	For	For
11	Approve Material Related Party Transactions of Subsidiaries of the Company	Mgmt	For	For	For

ICICI Bank Limited

Meeting Date: 08/30/2022Country: IndiaTicker: 532174

Record Date: 08/23/2022Meeting Type: Annual

Primary Security ID: Y3860Z132

Shares Voted: 2,647,158

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Approve Dividend	Mgmt	For	For	For
3	Reelect Sandeep Batra as Director	Mgmt	For	For	For
4	Approve MSKA & Associates, Chartered Accountants as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
5	Approve KKC & Associates LLP, Chartered Accountants as Joint Statutory Auditors and Authorize Board to Fix Their Remuneration	Mgmt	For	For	For
6	Reelect Neelam Dhawan as Director	Mgmt	For	For	For
7	Reelect Uday Chitale as Director	Mgmt	For	For	For
8	Reelect Radhakrishnan Nair as Director	Mgmt	For	For	For
9	Elect Rakesh Jha as Director	Mgmt	For	For	For
10	Approve Appointment and Remuneration of Rakesh Jha as Whole Time Director Designated as Executive Director	Mgmt	For	For	For
11	Approve Revision in the Remuneration of Sandeep Bakhshi as Managing Director & ChiefExecutive Officer (MD & CEO)	Mgmt	For	For	For
12	Approve Revision in the Remuneration of Anup Bagchi as Executive Director	Mgmt	For	For	For
13	Approve Revision in the Remuneration of Sandeep Batra as Executive Director	Mgmt	For	For	For
14	Approve Revision in the Remuneration of Vishakha Mulye as Erstwhile Executive Director	Mgmt	For	For	For
15	Approve Material Related Party Transactions for Current Account Deposits	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
16	Approve Material Related Party Transactions for Subscription of Securities Issued by Related Parties and Purchase of Securities from Related Parties	Mgmt	For	For	For
17	Approve Material Related Party Transactions for Sale of Securities to Related Parties	Mgmt	For	For	For
18	Approve Material Related Party Transactions for Fund Based and Non-Fund Based Credit Facilities	Mgmt	For	For	For
19	Approve Material Related Party Transactions for Repurchase Transactions and Other Permitted Short-Term Borrowing Transactions	Mgmt	For	For	For
20	Approve Material Related Party Transactions for Reverse Repurchase Transactions and Other Permitted Short-Term Lending Transactions	Mgmt	For	For	For
21	Approve Material Related Party Transactions for Availing Manpower Services for Certain Activities of the Bank	Mgmt	For	For	For
22	Approve Material Related Party Transactions for Availing Insurance Services	Mgmt	For	For	For
23	Approve and Adopt ICICI Bank Employees Stock Unit Scheme - 2022	Mgmt	For	Against	Against
24	Approve Grant of Units to Eligible Employees of Select Unlisted Wholly Owned Subsidiaries Under ICICI Bank Employees Stock Unit Scheme - 2022	Mgmt	For	Against	Against

PT Avia Avian Tbk

Meeting Date: 09/07/2022

Record Date: 08/15/2022

Primary Security ID: Y0S1F5103

Country: Indonesia

Meeting Type: Extraordinary Shareholders

Ticker: AVIA

Shares Voted: 66,879,365

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Changes in the Board of Directors	Mgmt	For	Refer	For

Tata Steel Limited

Meeting Date: 09/14/2022

Record Date: 08/05/2022

Primary Security ID: Y8547N220

Country: India

Meeting Type: Special

Ticker: 500470

Shares Voted: 11,310,780

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Omnibus Material Related Party Transactions with Neelachal Ispat Nigam Limited - Operational Transaction(s)	Mgmt	For	For	For
2	Approve One-Time Material Related Party Transactions with Neelachal Ispat Nigam Limited - Financial Transaction(s)	Mgmt	For	For	For
3	Approve Omnibus Material Related Party Transactions between T S Global Procurement Company Pte. Ltd. and Neelachal Ispat Nigam Limited	Mgmt	For	For	For
4	Approve Omnibus Material Related Party Transactions between Tata Steel Limited and Tata Metaliks Limited - Financial Transaction	Mgmt	For	For	For

## China Life Insurance Company Limited

Meeting Date: 09/21/2022

Country: China

Ticker: 2628

Record Date: 08/29/2022

Meeting Type: Extraordinary Shareholders

Primary Security ID: Y1477R204

Shares Voted: 4,303,562

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Elect Zhao Peng as Director	Mgmt	For	For	For
2	Approve Investment in Xincheng Phase II Fund	Mgmt	For	For	For

## Pharmaron Beijing Co., Ltd.

Meeting Date: 09/23/2022

Country: China

Ticker: 3759

Record Date: 09/19/2022

Meeting Type: Extraordinary Shareholders

Primary Security ID: Y989K6119

Shares Voted: 421,009

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

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	SPECIAL RESOLUTIONS	Mgmt			
2	Approve Increase of Registered Capital	Mgmt	For	Refer	For
3	Amend Articles of Association	Mgmt	For	Refer	For
	ORDINARY RESOLUTIONS	Mgmt			
	ELECT DIRECTORS BY CUMULATIVE VOTING	Mgmt			
1.1	Elect Li Lihua as Director	Mgmt	For	For	For
1.2	Elect Zhou Qilin as Director	Mgmt	For	For	For
4	Authorize Board to Handle All Matters Pertaining to Change of Registered Capital and Amendment to Articles	Mgmt	For	Refer	For

Suzano SA

Meeting Date: 09/29/2022Country: BrazilTicker: SUZB3

Record Date:Meeting Type: Extraordinary Shareholders

Primary Security ID: P8T20U187

Shares Voted: 578,196

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Agreement to Absorb Suzano Trading, Rio Verde, Caravelas, Vitex SP, Parkia SP, Sobrasil, Vitex ES, Parkia ES, Claraiba, Vitex BA, Parkia BA, Garacui, Vitex MS, Parkia MS, and Duas Marias	Mgmt	For	Refer	For
2	Ratify Apsis Consultoria e Avaliaco es Ltda. and PricewaterhouseCoopers Auditores Independentes Ltda. as Independent Firms to Appraise Proposed Transaction	Mgmt	For	Refer	For
3	Approve Independent Firms' Appraisals	Mgmt	For	Refer	For
4	Approve Absorption of Suzano Trading, Rio Verde, Caravelas, Vitex SP, Parkia SP, Sobrasil, Vitex ES, Parkia ES, Claraiba, Vitex BA, Parkia BA, Garacui, Vitex MS, Parkia MS, and Duas Marias	Mgmt	For	Refer	For
5	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	Refer	For

Alibaba Group Holding Limited

Meeting Date: 09/30/2022Country: Cayman IslandsTicker: 9988

Record Date: 08/03/2022Meeting Type: Annual

Primary Security ID: G01719114

Shares Voted: 487,611

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1.1	Elect Director Daniel Yong Zhang	Mgmt	For	For	For
1.2	Elect Director Jerry Yang	Mgmt	For	For	For
1.3	Elect Director Wan Ling Martello	Mgmt	For	For	For
1.4	Elect Director Weijian Shan	Mgmt	For	For	For
1.5	Elect Director Irene Yun-Lien Lee	Mgmt	For	For	For
1.6	Elect Director Albert Kong Ping Ng	Mgmt	For	For	For
2	Ratify PricewaterhouseCoopers as Auditors	Mgmt	For	For	For



Date range covered : 10/01/2022 to 12/31/2022

**PVR Limited**

**Meeting Date:** 10/11/2022      **Country:** India      **Ticker:** 532689  
**Record Date:** 10/04/2022      **Meeting Type:** Court  
**Primary Security ID:** Y71626108

Shares Voted: 353,400

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

**Impala Platinum Holdings Ltd.**

**Meeting Date:** 10/12/2022      **Country:** South Africa      **Ticker:** IMP  
**Record Date:** 10/07/2022      **Meeting Type:** Annual  
**Primary Security ID:** S37840113

Shares Voted: 674,287

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Ordinary Resolutions	Mgmt			
1	Reappoint Deloitte as Auditors with Sphiwe Stemela as the Designated Auditor	Mgmt	For	For	For
2.1	Re-elect Sydney Mufamadi as Director	Mgmt	For	For	For
2.2	Re-elect Bernard Swanepoel as Director	Mgmt	For	For	For
2.3	Re-elect Dawn Earp as Director	Mgmt	For	For	For
2.4	Elect Billy Mawasha as Director	Mgmt	For	For	For
2.5	Elect Mametja Moshe as Director	Mgmt	For	For	For
3.1	Re-elect Dawn Earp as Member of the Audit and Risk Committee	Mgmt	For	For	For
3.2	Re-elect Peter Davey as Member of the Audit and Risk Committee	Mgmt	For	For	For
3.3	Re-elect Ralph Havenstein as Member of the Audit and Risk Committee	Mgmt	For	For	For
3.4	Elect Mametja Moshe as Member of the Audit and Risk Committee	Mgmt	For	For	For
3.5	Re-elect Preston Speckmann as Member of the Audit and Risk Committee	Mgmt	For	For	For
4	Authorise Board to Issue Shares for Cash	Mgmt	For	For	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
5	Authorise Ratification of Approved Resolutions	Mgmt	For	For	For
6.1	Approve Remuneration Policy	Mgmt	For	Refer	For
6.2	Approve Remuneration Implementation Report	Mgmt	For	Refer	For
	Special Resolutions	Mgmt			
1.1	Approve Remuneration of the Chairperson of the Board	Mgmt	For	For	For
1.2	Approve Remuneration of the Lead Independent Director	Mgmt	For	For	For
1.3	Approve Remuneration of Non-executive Directors	Mgmt	For	For	For
1.4	Approve Remuneration of Audit and Risk Committee Chairperson	Mgmt	For	For	For
1.5	Approve Remuneration of Audit and Risk Committee Member	Mgmt	For	For	For
1.6	Approve Remuneration of Social, Transformation and Remuneration Committee Chairperson	Mgmt	For	For	For
1.7	Approve Remuneration of Social, Transformation and Remuneration Committee Member	Mgmt	For	For	For
1.8	Approve Remuneration of Nomination, Governance and Ethics Committee Chairperson	Mgmt	For	For	For
1.9	Approve Remuneration of Nomination, Governance and Ethics Committee Member	Mgmt	For	For	For
1.10	Approve Remuneration of Health, Safety and Environment Committee Chairperson	Mgmt	For	For	For
1.11	Approve Remuneration of Health, Safety and Environment Committee Member	Mgmt	For	For	For
1.12	Approve Remuneration of Strategy and Investment Committee Chairperson	Mgmt	For	For	For
1.13	Approve Remuneration of Strategy and Investment Committee Member	Mgmt	For	For	For
1.14	Approve Remuneration for Ad Hoc Meetings	Mgmt	For	For	For
2	Authorise Repurchase of Issued Share Capital	Mgmt	For	For	For

## Larsen &amp; Toubro Limited

Meeting Date: 10/13/2022

Country: India

Ticker: 500510

Record Date: 09/09/2022

Meeting Type: Special

Primary Security ID: Y5217N159

Shares Voted: 614,174

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Related Party Transaction(s) with Nuclear Power Corporation of India Limited	Mgmt	For	For	For
2	Elect Anil V. Parab as Director and Approve Appointment and Remuneration of Anil V. Parab as Whole-Time Director	Mgmt	For	Against	Against

Guangzhou Automobile Group Co., Ltd.

Meeting Date: 10/14/2022Country: ChinaTicker: 2238  
Record Date: 10/10/2022Meeting Type: Extraordinary Shareholders  
Primary Security ID: Y2R318121

Shares Voted: 17,629,183

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Provision of Entrusted Loans and Other Financial Assistance to Joint Ventures and Associates	Mgmt	For	Refer	For

XP, Inc.

Meeting Date: 10/18/2022Country: Cayman IslandsTicker: XP  
Record Date: 09/19/2022Meeting Type: Annual  
Primary Security ID: G98239109

Shares Voted: 507,415

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Accept Financial Statements and Statutory Reports	Mgmt	For	For	For
2	Elect Director Cristiana Pereira	Mgmt	For	For	For
3	Approve Changes in Authorized Share Capital	Mgmt	For	Refer	Against
4	Amend Articles of Association	Mgmt	For	Refer	Against

Meeting Date: 11/03/2022

Country: South Korea

Ticker: 005930

Record Date: 09/19/2022

Meeting Type: Special

Primary Security ID: Y74718100

Shares Voted: 1,371,793

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Elect Heo Eun-nyeong as Outside Director	Mgmt	For	For	For
1.2	Elect Yoo Myeong-hui as Outside Director	Mgmt	For	For	For

China Tourism Group Duty Free Corp. Ltd.

Meeting Date: 11/23/2022

Country: China

Ticker: 1880

Record Date: 11/17/2022

Meeting Type: Extraordinary Shareholders

Primary Security ID: Y15079109

Shares Voted: 231,559

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Provision of Guarantee by the Company's Subsidiary to Its Wholly-Owned Subsidiary	Mgmt	For	For	For
2	Amend Rules for Management of External Guarantee	Mgmt	For	Refer	Against

HDFC Bank Limited

Meeting Date: 11/25/2022

Country: India

Ticker: 500180

Record Date: 11/18/2022

Meeting Type: Court

Primary Security ID: Y3119P190

Shares Voted: 1,447,007

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

Housing Development Finance Corporation Limited

Meeting Date: 11/25/2022

Country: India

Ticker: 500010

Record Date: 11/18/2022

Meeting Type: Court

Primary Security ID: Y37246207

Shares Voted: 464,930

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

Industrial and Commercial Bank of China Limited

Meeting Date: 11/25/2022      Country: China      Ticker: 1398  
Record Date: 11/18/2022      Meeting Type: Extraordinary Shareholders  
Primary Security ID: Y3990B112

Shares Voted: 20,999,157

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
	Approve Payment Plan of Remuneration to Directors for 2021	Mgmt	For	For	For
2	Approve Payment Plan of Remuneration to Supervisors for 2021	Mgmt	For	For	For
3	Elect Lu Yongzhen as Director	Mgmt	For	Against	Against
4	Approve Application for Temporary Authorization Limit for External Donations	Mgmt	For	For	For
5	Approve Issuance of Undated Additional Tier 1 Capital Bonds	Mgmt	For	Refer	For
6	Amend Rules and Procedures Regarding General Meetings of Shareholders	Mgmt	For	Refer	Against
7	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	Refer	Against

Grupo Financiero Banorte SAB de CV

Meeting Date: 11/29/2022      Country: Mexico      Ticker: GFNORTEO  
Record Date: 11/15/2022      Meeting Type: Ordinary Shareholders  
Primary Security ID: P49501201

Shares Voted: 2,678,052

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Ordinary Business	Mgmt			

Grupo Financiero Banorte SAB de CV

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Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1.1	Approve Cash Dividends of MXN 5.81 Per Share	Mgmt	For	For	For
1.2	Approve Dividend to Be Paid on Dec. 8, 2022	Mgmt	For	For	For
2	Set Aggregate Nominal Amount of Share Repurchase Reserve	Mgmt	For	For	For
3	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	For	For

Grupo Financiero Banorte SAB de CV

Meeting Date: 11/29/2022Country: MexicoTicker: GFNORTEO

Record Date: 11/15/2022Meeting Type: Extraordinary Shareholders

Primary Security ID: P49501201

Shares Voted: 2,678,052

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Extraordinary Business	Mgmt			
1.1	Approve Incorporation of Banco Bineo S.A., Institucion de Banca Multiple, Grupo Financiero Banorte as Financial Entity Member of Grupo Financiero Banorte S.A.B. de C.V.	Mgmt	For	Refer	For
1.2	Amend Article 2 Re: Incorporation of Banco Bineo S.A., Institucion de Banca Multiple, Grupo Financiero Banorte as Financial Entity Member of Grupo Financiero Banorte S.A.B. de C.V.	Mgmt	For	Refer	For
1.3	Resolutions of Previous Item 1.1 of this Agenda will be Subject to Approval from Corresponding Regulatory Authorities	Mgmt	For	Refer	For
2.1	Approve Modifications of Sole Responsibility Agreement	Mgmt	For	Refer	For
2.2	Resolutions of Previous Item 2.1 of this Agenda will be Subject to Approval from Corresponding Regulatory Authorities	Mgmt	For	Refer	For
3	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	Refer	For

Infosys Limited

Meeting Date: 12/02/2022Country: IndiaTicker: 500209

Record Date: 10/28/2022Meeting Type: Special

Primary Security ID: Y4082C133

Shares Voted: 1,138,024

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Postal Ballot Approve Buyback of Equity Shares	Mgmt	For	For	For

Oil & Natural Gas Corporation Limited

Meeting Date: 12/03/2022Country: IndiaTicker: 500312

Record Date: 10/21/2022Meeting Type: Special

Primary Security ID: Y64606133

Shares Voted: 2,939,709

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Postal Ballot Elect Praveen Mal Khanooja as Government Nominee Director	Mgmt	For	For	For

Oil Co. LUKOIL PJSC

Meeting Date: 12/05/2022Country: RussiaTicker: LKOH

Record Date: 11/11/2022Meeting Type: Special

Primary Security ID: X6983S100

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve Allocation of Retained Earnings of Fiscal 2021	Mgmt	For	Do Not Vote	Do Not Vote
2	Approve Interim Dividends for Nine Months of Fiscal 2022	Mgmt	For	Do Not Vote	Do Not Vote
3	Approve Remuneration of Directors	Mgmt	For	Do Not Vote	Do Not Vote
4	Amend Charter	Mgmt			
5	Amend Regulations on General Meetings	Mgmt	For	Do Not Vote	Do Not Vote
6	Amend Regulations on Board of Directors	Mgmt	For	Do Not Vote	Do Not Vote
7	Cancel Regulations on Management	Mgmt			



Meeting Date: 12/14/2022Country: ChinaTicker: 600519

Record Date: 12/05/2022Meeting Type: Special

Primary Security ID: Y5070V116

Shares Voted: 76,598

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles of Association	Mgmt	For	Refer	Against
2	Amend Rules and Procedures Regarding Meetings of Board of Directors	Mgmt	For	Refer	For
3	Approve Shareholder Special Dividend Return Plan	Mgmt	For	For	For

China Life Insurance Company Limited

Meeting Date: 12/15/2022Country: ChinaTicker: 2628

Record Date: 11/24/2022Meeting Type: Extraordinary Shareholders

Primary Security ID: Y1477R204

Shares Voted: 4,630,300

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Elect Zhao Feng as Director	Mgmt	For	For	For
2	Elect Yu Shengquan as Director	Mgmt	For	For	For
3	Elect Zhuo Meijuan as Director	Mgmt	For	For	For

ITC Limited

Meeting Date: 12/15/2022Country: IndiaTicker: 500875

Record Date: 10/28/2022Meeting Type: Special

Primary Security ID: Y4211T171

Shares Voted: 1,238,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Approve Reappointment and Remuneration of Nakul Anand as Wholetime Director	Mgmt	For	Refer	For

## China Construction Bank Corporation

B.1.a

FIAM

Meeting Date: 12/19/2022

Country: China

Ticker: 939

Record Date: 10/21/2022

Meeting Type: Extraordinary  
Shareholders

Primary Security ID: Y1397N101

Shares Voted: 32,426,450

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Remuneration Distribution and Settlement Plan for Directors for the Year 2021	Mgmt	For	For	For
2	Approve Remuneration Distribution and Settlement Plan for Supervisors for the Year 2021	Mgmt	For	For	For
3	Approve Additional Quota for Charitable Donations in 2022	Mgmt	For	For	For
4	Elect Li Lu as Director	SH	For	For	For

## America Movil SAB de CV

Meeting Date: 12/20/2022

Country: Mexico

Ticker: AMXL

Record Date: 12/09/2022

Meeting Type: Special

Primary Security ID: P0280A101

Shares Voted: 5,393,038

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Only Series L Shareholders Have Voting Rights	Mgmt			
1	Approve Conversion of Series L Shares into Common Shares of New and Single Series; Amend Articles	Mgmt	For	Refer	Against
2	Authorize Board to Ratify and Execute Approved Resolutions	Mgmt	For	Refer	Against

## Vale SA

Meeting Date: 12/21/2022

Country: Brazil

Ticker: VALE3

Record Date:

Meeting Type: Extraordinary  
Shareholders

Primary Security ID: P9661Q155

Shares Voted: 562,985

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Amend Articles Re: Wording Amendments	Mgmt	For	Refer	For

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Amend Articles Re: Changes in Board of Directors and Executive Board Meetings	Mgmt	For	Refer	For
3	Amend Articles Re: Changes in the Authorities of the Board of Directors and the Executive Board	Mgmt	For	Refer	For
4	Amend Articles Re: Provisions about the Advisory Committees to the Board of Directors	Mgmt	For	Refer	For
5	Consolidate Bylaws	Mgmt	For	Refer	For

Vale SA

Meeting Date: 12/21/2022

Record Date: 11/17/2022

Primary Security ID: P9661Q155

Country: Brazil

Meeting Type: Extraordinary Shareholders

Ticker: VALE3

Shares Voted: 302,445

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Meeting for ADR Holders	Mgmt			
1	Amend Articles Re: Wordng Amendments	Mgmt	For	Refer	For
2	Amend Articles Re: Changes in Board of Directors and Executive Board Meetings	Mgmt	For	Refer	For
3	Amend Articles Re: Changes in the Authorities of the Board of Directors and the Executive Board	Mgmt	For	Refer	For
4	Amend Articles Re: Provisions about the Advisory Committees to the Board of Directors	Mgmt	For	Refer	For
5	Consolidate Bylaws	Mgmt	For	Refer	For

Yandex NV

Meeting Date: 12/22/2022

Record Date: 11/24/2022

Primary Security ID: N97284108

Country: Netherlands

Meeting Type: Annual

Ticker: YNDX

Shares Voted: 0

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Annual Meeting Agenda	Mgmt			
1	Adopt Financial Statements and Statutory Reports	Mgmt			

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
2	Approve Discharge of Directors	Mgmt	For	For	Do Not Vote
3	Reelect Rogier Rijnja as Director	Mgmt	For	Against	Do Not Vote
4	Reelect Charles Ryan as Director	Mgmt	For	For	Do Not Vote
5	Reelect Alexander Voloshin as Director	Mgmt	For	Against	Do Not Vote
6	Approve Cancellation of Outstanding Class C Shares	Mgmt	For	For	Do Not Vote
7	Ratify "Technologies of Trust - Audit" JSC as Auditors	Mgmt	For	For	Do Not Vote
8	Grant Board Authority to Issue Class A Shares	Mgmt	For	For	Do Not Vote
9	Authorize Board to Exclude Preemptive Rights from Share Issuances	Mgmt	For	For	Do Not Vote
10	Authorize Repurchase of Up to 20 Percent of Issued Share Capital	Mgmt	For	Refer	Do Not Vote

Sinotruk (Hong Kong) Limited

Meeting Date: 12/23/2022

Record Date: 12/19/2022

Primary Security ID: Y8014Z102

Country: Hong Kong

Meeting Type: Extraordinary Shareholders

Ticker: 3808

Shares Voted: 7,580,000

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
1	Approve 2023 Weichai Parts Purchase Agreement and Proposed Annual Cap	Mgmt	For	For	For

Reliance Industries Ltd.

Meeting Date: 12/30/2022

Record Date: 11/25/2022

Primary Security ID: Y72596102

Country: India

Meeting Type: Special

Ticker: 500325

Shares Voted: 688,709

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	Postal Ballot	Mgmt			
1	Elect K. V. Kamath as Director	Mgmt	For	For	For
2	Amend Objects Clause of Memorandum of Association	Mgmt	For	Refer	For

Meeting Date: 12/30/2022

Record Date: 12/20/2022

Primary Security ID: Y9892H107

Country: China

Meeting Type: Extraordinary Shareholders

Ticker: 2899

Shares Voted: 5,965,050

Proposal Number	Proposal Text	Proponent	Mgmt Rec	Voting Policy Rec	Vote Instruction
	EGM BALLOT FOR HOLDERS OF H SHARES	Mgmt			
1	Approve Change in Registered Share Capital and Amend Articles of Association	Mgmt	For	Refer	For
2	Approve Provision of Guarantees	Mgmt	For	Refer	For
3	Amend Working Rules for Independent Directors	Mgmt	For	Refer	For
4	Approve Remuneration and Assessment Proposal of Directors and Supervisors	Mgmt	For	For	For
	ELECT NON-INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
5.1	Elect Chen Jinghe as Director	Mgmt	For	Against	Against
5.2	Elect Zou Laichang as Director	Mgmt	For	Against	Against
5.3	Elect Lin Hongfu as Director	Mgmt	For	Against	Against
5.4	Elect Lin Hongying as Director	Mgmt	For	Against	Against
5.5	Elect Xie Xionghui as Director	Mgmt	For	Against	Against
5.6	Elect Wu Jianhui as Director	Mgmt	For	Against	Against
5.7	Elect Li Jian as Director	Mgmt	For	Against	Against
	ELECT INDEPENDENT DIRECTORS VIA CUMULATIVE VOTING	Mgmt			
6.1	Elect He Fulong as Director	Mgmt	For	For	For
6.2	Elect Mao Jingwen as Director	Mgmt	For	For	For
6.3	Elect Li Changqing as Director	Mgmt	For	For	For
6.4	Elect Suen Man Tak as Director	Mgmt	For	For	For
6.5	Elect Bo Shao Chuan as Director	Mgmt	For	For	For
6.6	Elect Wu Xiaomin as Director	Mgmt	For	For	For
	ELECT SUPERVISORS VIA CUMULATIVE VOTING	Mgmt			
7.1	Elect Lin Shuiqing as Supervisor	Mgmt	For	For	For
7.2	Elect Lin Yan as Supervisor	Mgmt	For	For	For
7.3	Elect Qiu Shujin as Supervisor	SH	For	For	For

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## KBIGI Proxy Votes - July to Dec 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy	Investment Manager	ISS Benchmark Policy
					Recommendation	Vote	Recommendation
ABB Ltd.	1	Approve Spin-Off of Accelleron Industries AG	No	For	For	For	For
ABB Ltd.	2	Transact Other Business (Voting)	No	For	Against	Against	Against
Advanced Drainage Systems, Inc.	1a	Elect Director Anesa T. Chaibi	No	For	For	For	For
Advanced Drainage Systems, Inc.	1b	Elect Director Robert M. Eversole	No	For	For	For	For
Advanced Drainage Systems, Inc.	1c	Elect Director Alexander R. Fischer	No	For	For	For	For
Advanced Drainage Systems, Inc.	1d	Elect Director Kelly S. Gast	No	For	For	For	For
Advanced Drainage Systems, Inc.	1e	Elect Director M.A. (Mark) Haney	No	For	For	For	For
Advanced Drainage Systems, Inc.	1f	Elect Director Ross M. Jones	No	For	For	For	For
Advanced Drainage Systems, Inc.	1g	Elect Director Manuel J. "Manny" Perez de la Mesa	No	For	For	For	For
Advanced Drainage Systems, Inc.	1h	Elect Director Anil Seetharam	No	For	For	For	For
Advanced Drainage Systems, Inc.	2	Ratify Deloitte & Touche LLP as Auditors	No	For	For	For	For
Advanced Drainage Systems, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Advanced Drainage Systems, Inc.	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	One Year
Advanced Drainage Systems, Inc.	5	Approve Qualified Employee Stock Purchase Plan	No	For	For	For	For
Alfen NV	2	Elect Jeanine van der Vlist to Supervisory Board	No	For	For	For	For
China Water Affairs Group Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
China Water Affairs Group Limited	2	Approve Final Dividend	No	For	For	For	For
China Water Affairs Group Limited	3.1	Elect Ding Bin as Director	No	For	For	For	For
China Water Affairs Group Limited	3.2	Elect Zhao Hai Hu as Director	No	For	For	For	For
China Water Affairs Group Limited	3.3	Elect Chau Kam Wing as Director	No	For	For	For	For
China Water Affairs Group Limited	3.4	Elect Siu Chi Ming as Director	No	For	For	For	For
China Water Affairs Group Limited	3.5	Authorize Board to Fix Remuneration of Directors	No	For	For	For	For
China Water Affairs Group Limited	4	Approve PricewaterhouseCoopers as Auditors and Authorize Board to Fix Their Remuneration	No	For	For	For	For
China Water Affairs Group Limited	5	Approve Issuance of Equity or Equity-Linked Securities without Preemptive Rights	No	For	Against	Against	Against
China Water Affairs Group Limited	6	Authorize Repurchase of Issued Share Capital	No	For	For	For	For
China Water Affairs Group Limited	7	Authorize Reissuance of Repurchased Shares	No	For	Against	Against	Against
China Water Affairs Group Limited	8	Adopt New Share Option Scheme	No	For	Against	Against	Against
Companhia de Saneamento de Minas Gerais	1	Elect Kathleen Garcia Nascimento as Fiscal Council Member	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	2	Elect Thales Almeida Pereira Fernandes as Fiscal Council Member	No	For	For	For	For
Companhia de Saneamento de Minas Gerais	1	Authorize Issuance of Non-Convertible Debentures Re: Long-term Loan Operation	No	For	For	For	For

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## KBIGI Proxy Votes - July to Dec 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS	Investment Manager Vote	ISS
					Sustainability Policy Recommendation		Benchmark Policy Recommendation
Companhia de Saneamento de Minas Gerais	1	Elect Juliano Fisicaro Borges as Fiscal Council Member	No	For	For	For	For
Core & Main, Inc.	1.1	Elect Director James G. Berges	No	For	Withhold	Withhold	Withhold
Core & Main, Inc.	1.2	Elect Director Dennis G. Gipson	No	For	Withhold	Withhold	Withhold
Core & Main, Inc.	1.3	Elect Director Stephen O. LeClair	No	For	Withhold	Withhold	Withhold
Core & Main, Inc.	1.4	Elect Director Nathan K. Sleeper	No	For	Withhold	Withhold	Withhold
Core & Main, Inc.	2	Ratify PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Core & Main, Inc.	3	Advisory Vote to Ratify Named Executive Officers' Compensation	No	For	For	For	For
Core & Main, Inc.	4	Advisory Vote on Say on Pay Frequency	No	One Year	One Year	One Year	One Year
Ferguson Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Ferguson Plc	2	Approve Final Dividend	No	For	For	For	For
Ferguson Plc	3.1	Re-elect Kelly Baker as Director	No	For	For	For	For
Ferguson Plc	3.2	Re-elect Bill Brundage as Director	No	For	For	For	For
Ferguson Plc	3.3	Re-elect Geoff Drabble as Director	No	For	For	For	For
Ferguson Plc	3.4	Re-elect Catherine Halligan as Director	No	For	For	For	For
Ferguson Plc	3.5	Re-elect Brian May as Director	No	For	For	For	For
Ferguson Plc	3.6	Re-elect Kevin Murphy as Director	No	For	For	For	For
Ferguson Plc	3.7	Re-elect Alan Murray as Director	No	For	For	For	For
Ferguson Plc	3.8	Re-elect Tom Schmitt as Director	No	For	For	For	For
Ferguson Plc	3.9	Re-elect Nadia Shouraboura as Director	No	For	For	For	For
Ferguson Plc	3.1	Re-elect Suzanne Wood as Director	No	For	For	For	For
Ferguson Plc	4	Reappoint Deloitte LLP as Auditors	No	For	For	For	For
Ferguson Plc	5	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
Ferguson Plc	6	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Ferguson Plc	7	Authorise Issue of Equity	No	For	For	For	For
Ferguson Plc	8	Approve Non-Employee Director Incentive Plan	No	For	For	For	For
Ferguson Plc	9	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Ferguson Plc	10	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Ferguson Plc	11	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Ferguson Plc	12	Adopt New Articles of Association	No	For	For	For	For
Genus Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Genus Plc	2	Approve Remuneration Report	No	For	For	For	For
Genus Plc	3	Approve Remuneration Policy	No	For	For	For	For



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### KBIGI Proxy Votes - July to Dec 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability	Investment	ISS Benchmark
					Policy Recommendation	Manager Vote	Policy Recommendation
Genus Plc	4	Approve Final Dividend	No	For	For	For	For
Genus Plc	5	Re-elect Iain Ferguson as Director	No	For	For	For	For
Genus Plc	6	Re-elect Stephen Wilson as Director	No	For	For	For	For
Genus Plc	7	Re-elect Alison Henriksen as Director	No	For	For	For	For
Genus Plc	8	Re-elect Lysanne Gray as Director	No	For	For	For	For
Genus Plc	9	Re-elect Lykele van der Broek as Director	No	For	For	For	For
Genus Plc	10	Re-elect Lesley Knox as Director	No	For	For	For	For
Genus Plc	11	Re-elect Jason Chin as Director	No	For	For	For	For
Genus Plc	12	Reappoint Deloitte LLP as Auditors	No	For	For	For	For
Genus Plc	13	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	No	For	For	For	For
Genus Plc	14	Authorise Issue of Equity	No	For	For	For	For
Genus Plc	15	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Genus Plc	16	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Genus Plc	17	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Genus Plc	18	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Greencoat Renewables PLC	1	Approve Amendment to the Company's Investment Policy	No	For	For	For	For
HomeServe Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
HomeServe Plc	2	Approve Remuneration Report	No	For	Against	For	Against
HomeServe Plc	3	Approve Remuneration Policy	No	For	For	For	For
HomeServe Plc	4	Re-elect Tommy Breen as Director	No	For	Against	Against	For
HomeServe Plc	5	Re-elect Ross Clemmow as Director	No	For	For	For	For
HomeServe Plc	6	Re-elect Roisin Donnelly as Director	No	For	For	For	For
HomeServe Plc	7	Re-elect Richard Harpin as Director	No	For	For	For	For
HomeServe Plc	8	Re-elect David Bower as Director	No	For	For	For	For
HomeServe Plc	9	Re-elect Tom Rusin as Director	No	For	For	For	For
HomeServe Plc	10	Re-elect Katrina Cliffe as Director	No	For	For	For	For
HomeServe Plc	11	Re-elect Stella David as Director	No	For	For	For	For
HomeServe Plc	12	Re-elect Edward Fitzmaurice as Director	No	For	For	For	For
HomeServe Plc	13	Re-elect Olivier Gremillon as Director	No	For	For	For	For
HomeServe Plc	14	Re-elect Ron McMillan as Director	No	For	For	For	For
HomeServe Plc	15	Reappoint Deloitte LLP as Auditors	No	For	For	For	For
HomeServe Plc	16	Authorise Board to Fix Remuneration of Auditors	No	For	For	For	For
HomeServe Plc	17	Authorise Issue of Equity	No	For	For	For	For

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### KBIGI Proxy Votes - July to Dec 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy	Investment Manager	ISS Benchmark Policy
					Recommendation	Vote	Recommendation
HomeServe Plc	18	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
HomeServe Plc	19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
HomeServe Plc	20	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
HomeServe Plc	21	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
HomeServe Plc	22	Amend HomeServe 2018 Long-Term Incentive Plan	No	For	For	For	For
HomeServe Plc	1	Approve Scheme of Arrangement	No	For	For	For	For
HomeServe Plc	1	Approve Matters Relating to the Recommended Cash Acquisition of Homeserve plc by Hestia Bidco Limited	No	For	For	For	For
Johnson Matthey Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Johnson Matthey Plc	2	Approve Remuneration Report	No	For	For	For	For
Johnson Matthey Plc	3	Approve Final Dividend	No	For	For	For	For
Johnson Matthey Plc	4	Elect Liam Condon as Director	No	For	For	For	For
Johnson Matthey Plc	5	Elect Rita Forst as Director	No	For	For	For	For
Johnson Matthey Plc	6	Re-elect Jane Griffiths as Director	No	For	For	For	For
Johnson Matthey Plc	7	Re-elect Xiaozhi Liu as Director	No	For	For	For	For
Johnson Matthey Plc	8	Re-elect Chris Mottershead as Director	No	For	For	For	For
Johnson Matthey Plc	9	Re-elect John O'Higgins as Director	No	For	For	For	For
Johnson Matthey Plc	10	Re-elect Stephen Oxley as Director	No	For	For	For	For
Johnson Matthey Plc	11	Re-elect Patrick Thomas as Director	No	For	For	For	For
Johnson Matthey Plc	12	Re-elect Doug Webb as Director	No	For	For	For	For
Johnson Matthey Plc	13	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For	For	For
Johnson Matthey Plc	14	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
Johnson Matthey Plc	15	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Johnson Matthey Plc	16	Authorise Issue of Equity	No	For	For	For	For
Johnson Matthey Plc	17	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Johnson Matthey Plc	18	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Johnson Matthey Plc	19	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Johnson Matthey Plc	20	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
National Grid Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
National Grid Plc	2	Approve Final Dividend	No	For	For	For	For
National Grid Plc	3	Re-elect Paula Reynolds as Director	No	For	For	For	For

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## KBIGI Proxy Votes - July to Dec 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy	Investment Manager	ISS Benchmark Policy
					Recommendation	Vote	Recommendation
National Grid Plc	4	Re-elect John Pettigrew as Director	No	For	For	For	For
National Grid Plc	5	Re-elect Andy Agg as Director	No	For	For	For	For
National Grid Plc	6	Re-elect Therese Esperdy as Director	No	For	For	For	For
National Grid Plc	7	Re-elect Liz Hewitt as Director	No	For	For	For	For
National Grid Plc	8	Elect Ian Livingston as Director	No	For	For	For	For
National Grid Plc	9	Elect Iain Mackay as Director	No	For	For	For	For
National Grid Plc	10	Elect Anne Robinson as Director	No	For	For	For	For
National Grid Plc	11	Re-elect Earl Shipp as Director	No	For	For	For	For
National Grid Plc	12	Re-elect Jonathan Silver as Director	No	For	For	For	For
National Grid Plc	13	Elect Tony Wood as Director	No	For	For	For	For
National Grid Plc	14	Elect Martha Wyrsh as Director	No	For	For	For	For
National Grid Plc	15	Reappoint Deloitte LLP as Auditors	No	For	For	For	For
National Grid Plc	16	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	No	For	For	For	For
National Grid Plc	17	Approve Remuneration Policy	No	For	For	For	For
National Grid Plc	18	Approve Remuneration Report	No	For	For	For	For
National Grid Plc	19	Approve Climate Transition Plan	No	For	For	For	For
National Grid Plc	20	Authorise UK Political Donations and Expenditure	No	For	For	For	For
National Grid Plc	21	Authorise Issue of Equity	No	For	For	For	For
National Grid Plc	22	Approve Scrip Dividend Scheme	No	For	For	For	For
National Grid Plc	23	Authorise Directors to Capitalise the Appropriate Nominal Amounts of New Shares of the Company Allotted Pursuant to the Company's Scrip Dividend Scheme	No	For	For	For	For
National Grid Plc	24	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
National Grid Plc	25	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
National Grid Plc	26	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
National Grid Plc	27	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Origin Enterprises Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	Do Not Vote	For
Origin Enterprises Plc	2	Approve Final Dividend	No	For	For	Do Not Vote	For
Origin Enterprises Plc	3a	Re-elect Gary Britton as Director	No	For	Against	Do Not Vote	For

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### KBIGI Proxy Votes - July to Dec 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy	Investment Manager Vote	ISS Benchmark Policy
					Recommendation		Recommendation
Origin Enterprises Plc	3b	Re-elect Aidan Connolly as Director	No	For	For	Do Not Vote	For
Origin Enterprises Plc	3c	Re-elect Sean Coyle as Director	No	For	For	Do Not Vote	For
Origin Enterprises Plc	3d	Re-elect TJ Kelly as Director	No	For	For	Do Not Vote	For
Origin Enterprises Plc	3e	Re-elect Helen Kirkpatrick as Director	No	For	For	Do Not Vote	For
Origin Enterprises Plc	3f	Re-elect Christopher Richards as Director	No	For	For	Do Not Vote	For
Origin Enterprises Plc	3g	Re-elect Lesley Williams as Director	No	For	For	Do Not Vote	For
Origin Enterprises Plc	3h	Elect Alan Ralph as Director	No	For	For	Do Not Vote	For
Origin Enterprises Plc	4	Authorise Board to Fix Remuneration of Auditors	No	For	For	Do Not Vote	For
Origin Enterprises Plc	5	Approve Remuneration Report	No	For	For	Do Not Vote	For
Origin Enterprises Plc	6	Authorise Issue of Equity	No	For	For	Do Not Vote	For
Origin Enterprises Plc	7a	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	Do Not Vote	For
Origin Enterprises Plc	7b	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	Do Not Vote	For
Origin Enterprises Plc	8a	Authorise Market Purchase of Ordinary Shares	No	For	For	Do Not Vote	For
Origin Enterprises Plc	8b	Authorise Reissuance Price Range at which Treasury Shares May be Re-issued Off-Market	No	For	For	Do Not Vote	For
Origin Enterprises Plc	9	Amend Articles of Association to Increase the Limit on the Aggregate Basic Fee Payable to Non-executive Director	No	For	For	Do Not Vote	For
SSE Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
SSE Plc	2	Approve Remuneration Report	No	For	For	For	For
SSE Plc	3	Approve Remuneration Policy	No	For	For	For	For
SSE Plc	4	Amend Performance Share Plan	No	For	For	For	For
SSE Plc	5	Approve Final Dividend	No	For	For	For	For
SSE Plc	6	Re-elect Gregor Alexander as Director	No	For	For	For	For

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## KBIGI Proxy Votes - July to Dec 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy	Investment Manager Vote	ISS Benchmark Policy
					Recommendation		Recommendation
SSE Plc	7	Elect Dame Elish Angiolini as Director	No	For	For	For	For
SSE Plc	8	Elect John Bason as Director	No	For	For	For	For
SSE Plc	9	Re-elect Dame Sue Bruce as Director	No	For	For	For	For
SSE Plc	10	Re-elect Tony Cocker as Director	No	For	For	For	For
SSE Plc	11	Elect Debbie Crosbie as Director	No	For	For	For	For
SSE Plc	12	Re-elect Peter Lynas as Director	No	For	For	For	For
SSE Plc	13	Re-elect Helen Mahy as Director	No	For	For	For	For
SSE Plc	14	Re-elect Sir John Manzoni as Director	No	For	For	For	For
SSE Plc	15	Re-elect Alistair Phillips-Davies as Director	No	For	For	For	For
SSE Plc	16	Re-elect Martin Pibworth as Director	No	For	For	For	For
SSE Plc	17	Re-elect Melanie Smith as Director	No	For	For	For	For
SSE Plc	18	Re-elect Dame Angela Strank as Director	No	For	For	For	For
SSE Plc	19	Reappoint Ernst & Young LLP as Auditors	No	For	For	For	For
SSE Plc	20	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
SSE Plc	21	Approve Net Zero Transition Report	No	For	For	For	For
SSE Plc	22	Authorise Issue of Equity	No	For	For	For	For
SSE Plc	23	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
SSE Plc	24	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
SSE Plc	25	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Severn Trent Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Severn Trent Plc	2	Approve Remuneration Report	No	For	For	For	For
Severn Trent Plc	3	Approve Final Dividend	No	For	For	For	For
Severn Trent Plc	4	Re-elect Kevin Beeston as Director	No	For	For	For	For
Severn Trent Plc	5	Re-elect James Bowling as Director	No	For	For	For	For
Severn Trent Plc	6	Re-elect John Coghlan as Director	No	For	For	For	For
Severn Trent Plc	7	Elect Tom Delay as Director	No	For	For	For	For
Severn Trent Plc	8	Re-elect Olivia Garfield as Director	No	For	For	For	For
Severn Trent Plc	9	Re-elect Christine Hodgson as Director	No	For	For	For	For
Severn Trent Plc	10	Re-elect Sharmila Nebhrajani as Director	No	For	For	For	For
Severn Trent Plc	11	Re-elect Philip Remnant as Director	No	For	For	For	For
Severn Trent Plc	12	Elect Gillian Sheldon as Director	No	For	For	For	For
Severn Trent Plc	13	Reappoint Deloitte LLP as Auditors	No	For	For	For	For
Severn Trent Plc	14	Authorise the Audit and Risk Committee to Fix Remuneration of Auditors	No	For	For	For	For

## B.1.a

## KBIGI Proxy Votes - July to Dec 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Sustainability Policy	Investment Manager Vote	ISS Benchmark Policy
					Recommendation		Recommendation
Severn Trent Plc	15	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Severn Trent Plc	16	Authorise Issue of Equity	No	For	For	For	For
Severn Trent Plc	17	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Severn Trent Plc	18	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Severn Trent Plc	19	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Severn Trent Plc	20	Adopt New Articles of Association	No	For	For	For	For
Severn Trent Plc	21	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
Tate & Lyle Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
Tate & Lyle Plc	2	Approve Remuneration Report	No	For	For	For	For
Tate & Lyle Plc	3	Approve Final Dividend	No	For	For	For	For
Tate & Lyle Plc	4	Re-elect Gerry Murphy as Director	No	For	For	For	For
Tate & Lyle Plc	5	Re-elect Nick Hampton as Director	No	For	For	For	For
Tate & Lyle Plc	6	Elect Dawn Allen as Director	No	For	For	For	For
Tate & Lyle Plc	7	Re-elect John Cheung as Director	No	For	For	For	For
Tate & Lyle Plc	8	Re-elect Patricia Corsi as Director	No	For	For	For	For
Tate & Lyle Plc	9	Elect Isabelle Esser as Director	No	For	For	For	For
Tate & Lyle Plc	10	Re-elect Paul Forman as Director	No	For	For	For	For
Tate & Lyle Plc	11	Re-elect Lars Frederiksen as Director	No	For	For	For	For
Tate & Lyle Plc	12	Re-elect Kimberly Nelson as Director	No	For	For	For	For
Tate & Lyle Plc	13	Re-elect Sybella Stanley as Director	No	For	For	For	For
Tate & Lyle Plc	14	Re-elect Warren Tucker as Director	No	For	For	For	For
Tate & Lyle Plc	15	Reappoint Ernst & Young LLP as Auditors	No	For	For	For	For
Tate & Lyle Plc	16	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
Tate & Lyle Plc	17	Authorise UK Political Donations and Expenditure	No	For	For	For	For
Tate & Lyle Plc	18	Authorise Issue of Equity	No	For	For	For	For
Tate & Lyle Plc	19	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
Tate & Lyle Plc	20	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
Tate & Lyle Plc	21	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
Tate & Lyle Plc	22	Approve Reduction and Cancellation of Capital Cumulative Preference Shares	No	For	For	For	For
Tate & Lyle Plc	23	Adopt New Articles of Association	No	For	For	For	For

## B.1.a

## KBIGI Proxy Votes - July to Dec 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS	Investment	ISS
					Sustainability Policy Recommendation	Manager Vote	Benchmark Policy Recommendation
Tate & Lyle Plc	24	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
United Utilities Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
United Utilities Group Plc	2	Approve Final Dividend	No	For	For	For	For
United Utilities Group Plc	3	Approve Remuneration Report	No	For	For	For	For
United Utilities Group Plc	4	Approve Remuneration Policy	No	For	For	For	For
United Utilities Group Plc	5	Re-elect Sir David Higgins as Director	No	For	For	For	For
United Utilities Group Plc	6	Re-elect Steve Mogford as Director	No	For	For	For	For
United Utilities Group Plc	7	Re-elect Phil Aspin as Director	No	For	For	For	For
United Utilities Group Plc	8	Elect Louise Beardmore as Director	No	For	For	For	For
United Utilities Group Plc	9	Elect Liam Butterworth as Director	No	For	For	For	For
United Utilities Group Plc	10	Re-elect Kath Cates as Director	No	For	For	For	For
United Utilities Group Plc	11	Re-elect Alison Goligher as Director	No	For	For	For	For
United Utilities Group Plc	12	Re-elect Paulette Rowe as Director	No	For	For	For	For
United Utilities Group Plc	13	Re-elect Doug Webb as Director	No	For	For	For	For
United Utilities Group Plc	14	Reappoint KPMG LLP as Auditors	No	For	For	For	For
United Utilities Group Plc	15	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For	For	For
United Utilities Group Plc	16	Approve Climate-Related Financial Disclosures	No	For	Against	Against	For
United Utilities Group Plc	17	Authorise Issue of Equity	No	For	For	For	For
United Utilities Group Plc	18	Authorise Issue of Equity without Pre-emptive Rights	No	For	For	For	For
United Utilities Group Plc	19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For	For	For
United Utilities Group Plc	20	Authorise Market Purchase of Ordinary Shares	No	For	For	For	For
United Utilities Group Plc	21	Approve Long Term Plan	No	For	For	For	For
United Utilities Group Plc	22	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For	For	For
United Utilities Group Plc	23	Authorise UK Political Donations and Expenditure	No	For	For	For	For
VA Tech Wabag Limited	1	Accept Financial Statements and Statutory Reports	No	For	For	For	For
VA Tech Wabag Limited	2	Reelect S Varadarajan as Director	No	For	For	For	For
VA Tech Wabag Limited	3	Reelect Milin Mehta as Director	No	For	For	For	For
VA Tech Wabag Limited	4	Approve Remuneration of Cost Auditors	No	For	For	For	For
Yara International ASA	1	Approve Notice of Meeting and Agenda	No	For	For	Do Not Vote	For
Yara International ASA	2	Elect Chairman of Meeting; Designate Inspector(s) of Minutes of Meeting	No	For	For	Do Not Vote	For



## B.1.a

### KBIGI Proxy Votes - July to Dec 2022 Compared to ISS Benchmark Policy Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS	ISS	Investment Manager Vote	ISS Benchmark Policy Recommend ation
					Sustainability Policy Recommend ation	Investment Manager Vote		
Yara International ASA	3.1	Approve Spin-Off Agreement	No	For	For	Do Not Vote		For
Yara International ASA	3.2	Approve Merger Agreement with Yara Clean Ammonia NewCo AS and Yara Clean Ammonia Holding AS	No	For	For	Do Not Vote		For
Yara International ASA	1	Approve Notice of Meeting and Agenda	No	For	For	Do Not Vote		For
Yara International ASA	2	Elect Ketil E. Boe as Chairman of Meeting; Designate Lars Mattis H. Hanssen as Inspector of Minutes of Meeting	No	For	For	Do Not Vote		For
Yara International ASA	3	Approve Additional Dividends of NOK 10.00 Per Share	No	For	For	Do Not Vote		For

Company Name	Meeting Date	Proponent	Proposal Number	Proposal Code Category	Proposal Text	Management Recommendation	ISS Recommendation	Vote Instruction	Vote Against Management	Vote Against ISS	Vote Rationale
Associated British Foods Plc	12/9/2022	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	2	Compensation	Approve Remuneration Report	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	3	Compensation	Approve Remuneration Policy	For	For	Against		Yes	Recommend against due to concerns with the structure of the Restricted Share Plan.
Associated British Foods Plc	12/9/2022	Management	4	Routine Business	Approve Final Dividend	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	5	Director Election	Re-elect Emma Adamo as Director	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	6	Director Election	Re-elect Graham Allan as Director	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	7	Director Election	Re-elect John Bason as Director	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	8	Director Election	Re-elect Ruth Cairnie as Director	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	9	Director Election	Re-elect Wolfhart Hauser as Director	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	10	Director Election	Re-elect Michael McLintock as Director	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	11	Director Election	Re-elect Dame Heather Rabbatts as Director	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	12	Director Election	Re-elect Richard Reid as Director	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	13	Director Election	Re-elect George Weston as Director	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	14	Audit Related	Reappoint Ernst & Young LLP as Auditors	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	15	Audit Related	Authorise the Audit Committee to Fix Remuneration of Auditors	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	16	Social	Authorise UK Political Donations and Expenditure	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	17	Capitalization	Authorise Issue of Equity	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	18	Capitalization	Authorise Issue of Equity without Pre-emptive Rights	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	19	Capitalization	Authorise Market Purchase of Ordinary Shares	For	For	For		No	
Associated British Foods Plc	12/9/2022	Management	20	Takeover Related	Authorise the Company to Call General Meeting with Two Weeks' Notice	For	For	Against		Yes	Recommend against due to short notice period which could disenfranchise the shareholders.
Associated British Foods Plc	12/9/2022	Management	21	Compensation	Approve Restricted Share Plan	For	For	For		No	
Experian Plc	7/21/2022	Management	1	Routine Business	Accept Financial Statements and Statutory Reports	For	For	For		No	
Experian Plc	7/21/2022	Management	2	Compensation	Approve Remuneration Report	For	For	For		No	
Experian Plc	7/21/2022	Management	3	Director Election	Re-elect Ruba Borno as Director	For	For	For		No	
Experian Plc	7/21/2022	Management	4	Director Election	Re-elect Alison Brittain as Director	For	For	For		No	
Experian Plc	7/21/2022	Management	5	Director Election	Re-elect Brian Cassin as Director	For	For	For		No	
Experian Plc	7/21/2022	Management	6	Director Election	Re-elect Caroline Donahue as Director	For	For	For		No	
Experian Plc	7/21/2022	Management	7	Director Election	Re-elect Luiz Fleury as Director	For	For	For		No	
Experian Plc	7/21/2022	Management	8	Director Election	Re-elect Jonathan Howell as Director	For	For	For		No	
Experian Plc	7/21/2022	Management	9	Director Election	Re-elect Lloyd Pitchford as Director	For	For	For		No	
Experian Plc	7/21/2022	Management	10	Director Election	Re-elect Mike Rogers as Director	For	For	For		No	
Experian Plc	7/21/2022	Management	11	Audit Related	Reappoint KPMG LLP as Auditors	For	For	For		No	
Experian Plc	7/21/2022	Management	12	Audit Related	Authorise Board to Fix Remuneration of Auditors	For	For	For		No	
Experian Plc	7/21/2022	Management	13	Capitalization	Authorise Issue of Equity	For	For	For		No	
Experian Plc	7/21/2022	Management	14	Compensation	Approve Specific Terms Added to the Performance Share Plan and Co-Investment Plan; Approve Thank You Award 2021 Plan and Tax-Qualified Employee Share Purchase Plan	For	For	For		No	
Experian Plc	7/21/2022	Management	15	Capitalization	Authorise Issue of Equity without Pre-emptive Rights	For	For	For		No	
Experian Plc	7/21/2022	Management	16	Capitalization	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	For	For	For		No	
Experian Plc	7/21/2022	Management	17	Capitalization	Authorise Market Purchase of Ordinary Shares	For	For	For		No	
Pernod Ricard SA	11/10/2022	Management	1	Routine Business	Approve Financial Statements and Statutory Reports	For	For	For		No	
Pernod Ricard SA	11/10/2022	Management	2	Routine Business	Approve Consolidated Financial Statements and Statutory Reports	For	For	For		No	
Pernod Ricard SA	11/10/2022	Management	3	Routine Business	Approve Allocation of Income and Dividends of EUR 4.12 per Share	For	For	For		No	
Pernod Ricard SA	11/10/2022	Management	4	Director Election	Reelect Patricia Barbizet as Director	For	For	For		No	
Pernod Ricard SA	11/10/2022	Management	5	Director Election	Reelect Ian Gallienne as Director	For	For	For		No	
Pernod Ricard SA	11/10/2022	Management	6	Audit Related	Renew Appointment of KPMG SA as Auditor	For	For	For		No	
Pernod Ricard SA	11/10/2022	Management	7	Director Related	Acknowledge End of Mandate of Salustro Reydel as Alternate Auditor and Decision Not to Replace and Renew	For	For	For		No	
Pernod Ricard SA	11/10/2022	Management	8	Compensation	Approve Compensation of Alexandre Ricard, Chairman and CEO	For	For	Against		Yes	Recommend against due to concerns with the structure of the LTIP.
Pernod Ricard SA	11/10/2022	Management	9	Compensation	Approve Remuneration Policy of Alexandre Ricard, Chairman and CEO	For	For	Against		Yes	Recommend against due to concerns with the structure of the LTIP.
Pernod Ricard SA	11/10/2022	Management	10	Compensation	Approve Compensation Report of Corporate Officers	For	For	For		No	
Pernod Ricard SA	11/10/2022	Management	11	Compensation	Approve Remuneration Policy of Corporate Officers	For	For	For		No	
Pernod Ricard SA	11/10/2022	Management	12	Capitalization	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For		No	
Pernod Ricard SA	11/10/2022	Management	13	Non-Routine Business	Approve Auditors' Special Report on Related-Party Transactions	For	For	For		No	
Pernod Ricard SA	11/10/2022	Management	14	Routine Business	Authorize Filing of Required Documents/Other Formalities	For	For	For		No	
Samsung Electronics Co., Ltd.	11/3/2022	Management	1.1	Director Election	Elect Heo Eun-yeong as Outside Director	For	For	For		No	
Samsung Electronics Co., Ltd.	11/3/2022	Management	1.2	Director Election	Elect Yoo Myeong-hui as Outside Director	For	For	For		No	

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
ABIOMED, Inc.	08/10/2022	Management	1	Yes	Elect Director Michael R. Minogue	For	For	For	For	WITHHOLD votes for Martin Sutter are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee member Martin Sutter are further warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
ABIOMED, Inc.	08/10/2022	Management	2	Yes	Elect Director Martin P. Sutter	For	Withhold	Withhold	Withhold	WITHHOLD votes for Martin Sutter are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee member Martin Sutter are further warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
ABIOMED, Inc.	08/10/2022	Management	3	Yes	Elect Director Paula A. Johnson	For	For	For	For	WITHHOLD votes for Martin Sutter are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for compensation committee member Martin Sutter are further warranted given the committee's lack of responsiveness to relatively low support for last year's say-on-pay proposal. A vote FOR the remaining director nominees is warranted.
ABIOMED, Inc.	08/10/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. After receiving relatively low support for last year's say-on-pay proposal, the compensation committee did not take any meaningful actions to address shareholders' concerns. The company does not make a firm commitment not to grant special awards outside of extraordinary circumstances and no changes have been made to the LTI program since the 2021 say-on-pay vote. In addition, the 2022 proxy statement does not appear to provide any material improvement in disclosure surrounding the annual and long-term incentive metrics. Accordingly, the compensation committee has not sufficiently responded to shareholders' concerns. In addition, pay-for-performance concerns exist for the year under review. Lack of disclosure remains a significant concern with respect to annual and long-term performance metrics, which is magnified given the CEO's relatively high target bonus opportunity and above-target payout. The lack of robust disclosure impedes investors' ability to assess the rigor of incentive pay programs and pay-performance linkage. The committee's discretion to determine payouts within a pre-determined range further diminishes the transparency of the annual incentive program. In addition, the primary metric used for the LTI program continues to be based on a one-year performance period and overlaps with one of the primary metrics under the annual incentive program, raising concerns about the long-term focus of the LTI program and the possibility of duplicative payments for achieving the same goal.
ABIOMED, Inc.	08/10/2022	Management	5	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Advanced Drainage Systems, Inc.	07/21/2022	Management	1	Yes	Elect Director Anesa T. Chaibi	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Advanced Drainage Systems, Inc.	07/21/2022	Management	2	Yes	Elect Director Robert M. Eversole	For	For	Against	Against	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	3	Yes	Elect Director Alexander R. Fischer	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	4	Yes	Elect Director Kelly S. Gast	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	5	Yes	Elect Director M.A. (Mark) Haney	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	6	Yes	Elect Director Ross M. Jones	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	7	Yes	Elect Director Manuel J. "Manny" Perez de la Mesa	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	8	Yes	Elect Director Anil Seetharam	For	For	For	For	Votes AGAINST Robert Eversole are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Advanced Drainage Systems, Inc.	07/21/2022	Management	9	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Advanced Drainage Systems, Inc.	07/21/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Advanced Drainage Systems, Inc.	07/21/2022	Management	11	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Advanced Drainage Systems, Inc.	07/21/2022	Management	12	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Albertsons Companies, Inc.	08/04/2022	Management	1	Yes	Elect Director Vivek Sankaran	For	Against	Against	Against	Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/04/2022	Management	2	Yes	Elect Director James Donald	For	Against	Against	Against	Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Albertsons Companies, Inc.	08/04/2022	Management	3	Yes	Elect Director Chan Galbato	For	Against	Against	Against	Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/04/2022	Management	4	Yes	Elect Director Sharon Allen	For	Against	Against	Against	Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.

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Albertsons Companies, Inc.	08/04/2022	Management	5	Yes	Elect Director Shant Babikian	For	Against	Against	Against	Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/04/2022	Management	6	No	Elect Director Steven Davis *Withdrawn Resolution*					Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.



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Albertsons Companies, Inc.	08/04/2022	Management	7	Yes	Elect Director Kim Fennebresque	For	For	For	For	Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/04/2022	Management	8	Yes	Elect Director Allen Gibson	For	Against	Against	Against	Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.

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Albertsons Companies, Inc.	08/04/2022	Management	9	Yes	Elect Director Hersch Klaff	For	Against	Against	Against	Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/04/2022	Management	10	Yes	Elect Director Jay Schottenstein	For	Against	Against	Against	Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.

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Albertsons Companies, Inc.	08/04/2022	Management	11	Yes	Elect Director Alan Schumacher	For	Against	Against	Against	Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/04/2022	Management	12	Yes	Elect Director Brian Kevin Turner	For	Against	Against	Against	Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.

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Albertsons Companies, Inc.	08/04/2022	Management	13	Yes	Elect Director Mary Elizabeth West	For	Against	Against	Against	Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/04/2022	Management	14	Yes	Elect Director Scott Wille	For	Against	Against	Against	Votes AGAINST non-independent nominees James (Jim) Donald, Chan Galbato, Vivek Sankaran, Shant Babikian, Hersch Klaff, Jay Schottenstein, Brian Kevin Turner and Scott Wille are warranted for lack of a majority independent board. Votes AGAINST Jay Schottenstein, Brian Kevin Turner and Scott Wille are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jay Schottenstein are further warranted for serving on more than two public boards while serving as a CEO of an outside company and due to unclear attendance disclosure and potentially poor attendance. Votes AGAINST incumbent governance committee members Sharon Allen, Allen Gibson, Alan Schumacher, Scott Wille, and Mary Elizabeth West are warranted given the board's failure to remove, or subject to a sunset requirement, the pop-up supermajority vote requirement to enact certain changes to the governing documents, which adversely impacts shareholder rights A vote FOR the remaining director nominees is warranted.
Albertsons Companies, Inc.	08/04/2022	Management	15	Yes	Ratify Deloitte and Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Albertsons Companies, Inc.	08/04/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.

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Allegro MicroSystems, Inc.	08/04/2022	Management	1	Yes	Elect Director Yoshihiro (Zen) Suzuki	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Yoshihiro (Zen) Suzuki and Kojiro (Koji) Hatano for lack of a majority independent board. WITHHOLD votes are warranted for incumbent directors Yoshihiro (Zen) Suzuki, David Aldrich, and Paul (Chip) Schorr IV given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for compensation committee member Paul (Chip) Schorr IV given that there are problematic severance arrangements with the CEO who received fully-vested RSUs in exchange for outstanding performance units, based on target performance or actual performance, whichever is greater.
Allegro MicroSystems, Inc.	08/04/2022	Management	2	Yes	Elect Director David J. Aldrich	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Yoshihiro (Zen) Suzuki and Kojiro (Koji) Hatano for lack of a majority independent board. WITHHOLD votes are warranted for incumbent directors Yoshihiro (Zen) Suzuki, David Aldrich, and Paul (Chip) Schorr IV given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for compensation committee member Paul (Chip) Schorr IV given that there are problematic severance arrangements with the CEO who received fully-vested RSUs in exchange for outstanding performance units, based on target performance or actual performance, whichever is greater.
Allegro MicroSystems, Inc.	08/04/2022	Management	3	Yes	Elect Director Kojiro (Koji) Hatano	For	For	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Yoshihiro (Zen) Suzuki and Kojiro (Koji) Hatano for lack of a majority independent board. WITHHOLD votes are warranted for incumbent directors Yoshihiro (Zen) Suzuki, David Aldrich, and Paul (Chip) Schorr IV given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for compensation committee member Paul (Chip) Schorr IV given that there are problematic severance arrangements with the CEO who received fully-vested RSUs in exchange for outstanding performance units, based on target performance or actual performance, whichever is greater.

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Allegro MicroSystems, Inc.	08/04/2022	Management	4	Yes	Elect Director Paul Carl (Chip) Schorr, IV	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for non-independent nominees Yoshihiro (Zen) Suzuki and Kojiro (Koji) Hatano for lack of a majority independent board. WITHHOLD votes are warranted for incumbent directors Yoshihiro (Zen) Suzuki, David Aldrich, and Paul (Chip) Schorr IV given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirement to enact certain changes to the governing documents, each of which adversely impacts shareholder rights. WITHHOLD votes are further warranted for compensation committee member Paul (Chip) Schorr IV given that there are problematic severance arrangements with the CEO who received fully-vested RSUs in exchange for outstanding performance units, based on target performance or actual performance, whichever is greater.
Allegro MicroSystems, Inc.	08/04/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Allegro MicroSystems, Inc.	08/04/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Amcor plc	11/09/2022	Management	1	Yes	Elect Director Graeme Liebelt	For	For	For	For	Votes AGAINST Karen Guerra and Armin Meyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amcor plc	11/09/2022	Management	2	Yes	Elect Director Armin Meyer	For	For	Against	Against	Votes AGAINST Karen Guerra and Armin Meyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amcor plc	11/09/2022	Management	3	Yes	Elect Director Ronald Delia	For	For	For	For	Votes AGAINST Karen Guerra and Armin Meyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amcor plc	11/09/2022	Management	4	Yes	Elect Director Achal Agarwal	For	For	For	For	Votes AGAINST Karen Guerra and Armin Meyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amcor plc	11/09/2022	Management	5	Yes	Elect Director Andrea Bertone	For	For	For	For	Votes AGAINST Karen Guerra and Armin Meyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amcor plc	11/09/2022	Management	6	Yes	Elect Director Susan Carter	For	For	For	For	Votes AGAINST Karen Guerra and Armin Meyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amcor plc	11/09/2022	Management	7	Yes	Elect Director Karen Guerra	For	For	Against	Against	Votes AGAINST Karen Guerra and Armin Meyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amcor plc	11/09/2022	Management	8	Yes	Elect Director Nicholas (Tom) Long	For	For	For	For	Votes AGAINST Karen Guerra and Armin Meyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amcor plc	11/09/2022	Management	9	Yes	Elect Director Arun Nayar	For	For	For	For	Votes AGAINST Karen Guerra and Armin Meyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.

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Amcor plc	11/09/2022	Management	10	Yes	Elect Director David Szczupak	For	For	For	For	Votes AGAINST Karen Guerra and Armin Meyer are warranted for serving as non-independent members of a key board committee. Votes FOR the remaining nominees are warranted.
Amcor plc	11/09/2022	Management	11	Yes	Ratify PricewaterhouseCoopers AG as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Amcor plc	11/09/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives primarily are primarily performance-based, with equity awards utilizing a multi-year performance period and above-median targets for relative awards. However, concerns remain regarding limited disclosure of annual goals and an absence of a payout cap for negative absolute TSR performance.
AMERCO	08/18/2022	Management	1	Yes	Elect Director Edward J. "Joe" Shoen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Joe) Shoen, John Brogan and Samuel (Sam) Shoen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for John Brogan are also warranted for serving as a non-independent member of certain key board committees. WITHHOLD votes for board chair Edward (Joe) Shoen are additionally warranted, in the absence of a formal nominating committee, for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
AMERCO	08/18/2022	Management	2	Yes	Elect Director James E. Acridge	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Joe) Shoen, John Brogan and Samuel (Sam) Shoen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for John Brogan are also warranted for serving as a non-independent member of certain key board committees. WITHHOLD votes for board chair Edward (Joe) Shoen are additionally warranted, in the absence of a formal nominating committee, for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
AMERCO	08/18/2022	Management	3	Yes	Elect Director John P. Brogan	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Joe) Shoen, John Brogan and Samuel (Sam) Shoen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for John Brogan are also warranted for serving as a non-independent member of certain key board committees. WITHHOLD votes for board chair Edward (Joe) Shoen are additionally warranted, in the absence of a formal nominating committee, for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
AMERCO	08/18/2022	Management	4	Yes	Elect Director James J. Grogan	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Joe) Shoen, John Brogan and Samuel (Sam) Shoen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for John Brogan are also warranted for serving as a non-independent member of certain key board committees. WITHHOLD votes for board chair Edward (Joe) Shoen are additionally warranted, in the absence of a formal nominating committee, for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.



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AMERCO	08/18/2022	Management	5	Yes	Elect Director Richard J. Herrera	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Joe) Shoen, John Brogan and Samuel (Sam) Shoen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for John Brogan are also warranted for serving as a non-independent member of certain key board committees. WITHHOLD votes for board chair Edward (Joe) Shoen are additionally warranted, in the absence of a formal nominating committee, for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
AMERCO	08/18/2022	Management	6	Yes	Elect Director Karl A. Schmidt	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Joe) Shoen, John Brogan and Samuel (Sam) Shoen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for John Brogan are also warranted for serving as a non-independent member of certain key board committees. WITHHOLD votes for board chair Edward (Joe) Shoen are additionally warranted, in the absence of a formal nominating committee, for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
AMERCO	08/18/2022	Management	7	Yes	Elect Director Roberta R. Shank	For	For	For	For	WITHHOLD votes for non-independent nominees Edward (Joe) Shoen, John Brogan and Samuel (Sam) Shoen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for John Brogan are also warranted for serving as a non-independent member of certain key board committees. WITHHOLD votes for board chair Edward (Joe) Shoen are additionally warranted, in the absence of a formal nominating committee, for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
AMERCO	08/18/2022	Management	8	Yes	Elect Director Samuel J. Shoen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Edward (Joe) Shoen, John Brogan and Samuel (Sam) Shoen are warranted due to the company's lack of a formal nominating committee. WITHHOLD votes for John Brogan are also warranted for serving as a non-independent member of certain key board committees. WITHHOLD votes for board chair Edward (Joe) Shoen are additionally warranted, in the absence of a formal nominating committee, for lack of racial and ethnic diversity on the board. A vote FOR the remaining director nominees is warranted.
AMERCO	08/18/2022	Management	9	Yes	Ratify BDO USA, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AMERCO	08/18/2022	Shareholder	10	Yes	Ratify and Affirm Decisions and Actions Taken by the Board and Executive Officers for Fiscal 2022	For	Against	Against	Against	A vote AGAINST this proposal is warranted. It is unclear how minority shareholders could benefit from the approval of this proposal, which lacks a clear rationale.
AMERCO	08/18/2022	Shareholder	11	Yes	Adopt GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as the company does not disclose its GHG emissions and provides minimal information on steps to reduce emissions. Setting short, medium, and long-term science-based GHG targets would benefit shareholders by providing important information on the company's plans to transition to a low carbon economy.

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American Campus Communities, Inc.	08/04/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The consideration represents a premium to the all-time closing high, there is downside risk to non-approval, and the cash form of consideration provides liquidity and certainty of value to ACC shareholders in a declining market for apartment REITs. As such, support FOR the transaction is warranted.
American Campus Communities, Inc.	08/04/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Although outstanding equity awards are single trigger, cash severance is double trigger with a reasonable basis, no excise tax gross ups are anticipated to be paid.
American Campus Communities, Inc.	08/04/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
Apartment Income REIT Corp.	12/07/2022	Management	1	Yes	Elect Director Terry Considine	For	For	For	For	Votes AGAINST Thomas Keltner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Apartment Income REIT Corp.	12/07/2022	Management	2	Yes	Elect Director Thomas N. Bohjalian	For	For	For	For	Votes AGAINST Thomas Keltner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Apartment Income REIT Corp.	12/07/2022	Management	3	Yes	Elect Director Kristin R. Finney-Cooke	For	For	For	For	Votes AGAINST Thomas Keltner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Apartment Income REIT Corp.	12/07/2022	Management	4	Yes	Elect Director Thomas L. Keltner	For	For	Against	Against	Votes AGAINST Thomas Keltner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Apartment Income REIT Corp.	12/07/2022	Management	5	Yes	Elect Director Devin I. Murphy	For	For	For	For	Votes AGAINST Thomas Keltner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Apartment Income REIT Corp.	12/07/2022	Management	6	Yes	Elect Director Margarita Palau-Hernandez	For	For	For	For	Votes AGAINST Thomas Keltner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Apartment Income REIT Corp.	12/07/2022	Management	7	Yes	Elect Director John Dinha Rayis	For	For	For	For	Votes AGAINST Thomas Keltner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Apartment Income REIT Corp.	12/07/2022	Management	8	Yes	Elect Director Ann Sperling	For	For	For	For	Votes AGAINST Thomas Keltner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Apartment Income REIT Corp.	12/07/2022	Management	9	Yes	Elect Director Nina A. Tran	For	For	For	For	Votes AGAINST Thomas Keltner are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Apartment Income REIT Corp.	12/07/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the non-auditing consulting fees represent more than 25 percent of total fees paid.
Apartment Income REIT Corp.	12/07/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time
Apartment Income REIT Corp.	12/07/2022	Management	12	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The plan allows for company loans to officers for the exercise of stock options. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Apollo Global Management, Inc.	10/07/2022	Management	1	Yes	Elect Director Marc A. Beilinson	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/07/2022	Management	2	Yes	Elect Director James R. Belardi	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/07/2022	Management	3	Yes	Elect Director Jessica Bibliowicz	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.

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Apollo Global Management, Inc.	10/07/2022	Management	4	Yes	Elect Director Walter (Jay) Clayton, III	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/07/2022	Management	5	Yes	Elect Director Michael Ducey	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/07/2022	Management	6	Yes	Elect Director Richard Emerson	For	Withhold	Withhold	Withhold	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.

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Apollo Global Management, Inc.	10/07/2022	Management	7	Yes	Elect Director Kerry Murphy Healey	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/07/2022	Management	8	Yes	Elect Director Mitra Hormozi	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/07/2022	Management	9	Yes	Elect Director Pamela Joyner	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.

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Apollo Global Management, Inc.	10/07/2022	Management	10	Yes	Elect Director Scott Kleinman	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/07/2022	Management	11	Yes	Elect Director A.B. Krongard	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/07/2022	Management	12	Yes	Elect Director Pauline Richards	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.

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Apollo Global Management, Inc.	10/07/2022	Management	13	Yes	Elect Director Marc Rowan	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/07/2022	Management	14	Yes	Elect Director David Simon	For	For	Withhold	Withhold	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/07/2022	Management	15	Yes	Elect Director Lynn Swann	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.



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Apollo Global Management, Inc.	10/07/2022	Management	16	Yes	Elect Director James Zelter	For	For	For	For	WITHHOLD votes for David Simon are warranted for serving on more than two public boards while serving as a CEO of an outside company. In the absence of a say-on-pay proposal, WITHHOLD votes are warranted for compensation committee member Richard Emerson. Certain NEOs received excessive cash carry distributions without a meaningful cap disclosed in the proxy. Further, future entitlements to these distributions were bought out by granting majority time-vesting equity awards of an excessive value even when annualized over the five years they are intended to cover. In addition, there is limited disclosure with respect to cash incentives, and one NEO received a relatively high base salary. Lastly, there is a lack of certain risk-mitigating provisions, and the CEO and another executive received excessive automobile-related perquisites. A vote FOR the remaining director nominees is warranted.
Apollo Global Management, Inc.	10/07/2022	Management	17	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Aspen Technology, Inc.	12/15/2022	Management	1	Yes	Elect Director Patrick M. Antkowiak	For	For	For	For	Votes AGAINST Ram Krishnan and Robert Whelan Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aspen Technology, Inc.	12/15/2022	Management	2	Yes	Elect Director Robert E. Beauchamp	For	For	For	For	Votes AGAINST Ram Krishnan and Robert Whelan Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aspen Technology, Inc.	12/15/2022	Management	3	Yes	Elect Director Thomas F. Bogan	For	For	For	For	Votes AGAINST Ram Krishnan and Robert Whelan Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aspen Technology, Inc.	12/15/2022	Management	4	Yes	Elect Director Karen M. Golz	For	For	For	For	Votes AGAINST Ram Krishnan and Robert Whelan Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aspen Technology, Inc.	12/15/2022	Management	5	Yes	Elect Director Ram R. Krishnan	For	Against	Against	Against	Votes AGAINST Ram Krishnan and Robert Whelan Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aspen Technology, Inc.	12/15/2022	Management	6	Yes	Elect Director Antonio J. Pietri	For	For	For	For	Votes AGAINST Ram Krishnan and Robert Whelan Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aspen Technology, Inc.	12/15/2022	Management	7	Yes	Elect Director Arlen R. Shenkman	For	For	For	For	Votes AGAINST Ram Krishnan and Robert Whelan Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aspen Technology, Inc.	12/15/2022	Management	8	Yes	Elect Director Jill D. Smith	For	For	For	For	Votes AGAINST Ram Krishnan and Robert Whelan Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aspen Technology, Inc.	12/15/2022	Management	9	Yes	Elect Director Robert M. Whelan, Jr.	For	For	Against	Against	Votes AGAINST Ram Krishnan and Robert Whelan Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Aspen Technology, Inc.	12/15/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.

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Aspen Technology, Inc.	12/15/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual incentives are entirely based on pre-set objective performance goals, regular annual equity awards are entirely time-based and the CEO received a large special equity grant that also lacked performance criteria. Although the CEO did not receive a regular equity grant in FY23, the company does not provide a rationale for the special award's large magnitude and lack of performance conditions.
Aspen Technology, Inc.	12/15/2022	Management	12	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Atlassian Corporation Plc	08/22/2022	Management	1	Yes	Approve Scheme of Arrangement	For	For	For	For	A vote FOR this resolution is warranted, although it is not without concern for shareholders because: * There will be significant changes in the rights of the shareholders after the redomiciling of the company's parent holding company from the UK to the US, while the company is creating a significant number of authorized shares that would allow the board to increase the number of shares outstanding several times without shareholder approval. The main reason for support is: * The proposal is supported by compelling rationale and is considered to better align the Atlassian's corporate structure with its business objectives, operating footprint, and market position.
Atlassian Corporation Plc	08/22/2022	Management	2	Yes	Approve Scheme of Arrangement	For	For	For	For	A vote FOR this resolution is warranted, although it is not without concern for shareholders because: * There will be significant changes in the rights of the shareholders after the redomiciling of the company's parent holding company from the UK to the US, while the company is creating a significant number of authorized shares that would allow the board to increase the number of shares outstanding several times without shareholder approval. The main reason for support is: * The proposal is supported by compelling rationale and is considered to better align the Atlassian's corporate structure with its business objectives, operating footprint, and market position.
Automatic Data Processing, Inc.	11/09/2022	Management	1	Yes	Elect Director Peter Bisson	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/09/2022	Management	2	Yes	Elect Director David V. Goeckeler	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/09/2022	Management	3	Yes	Elect Director Linnie M. Haynesworth	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/09/2022	Management	4	Yes	Elect Director John P. Jones	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/09/2022	Management	5	Yes	Elect Director Francine S. Katsoudas	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Automatic Data Processing, Inc.	11/09/2022	Management	6	Yes	Elect Director Nazzic S. Keene	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/09/2022	Management	7	Yes	Elect Director Thomas J. Lynch	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/09/2022	Management	8	Yes	Elect Director Scott F. Powers	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/09/2022	Management	9	Yes	Elect Director William J. Ready	For	For	Against	Against	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/09/2022	Management	10	Yes	Elect Director Carlos A. Rodriguez	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/09/2022	Management	11	Yes	Elect Director Sandra S. Wijnberg	For	For	For	For	Votes AGAINST William (Bill) Ready are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Automatic Data Processing, Inc.	11/09/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives are primarily performance-based and long-term incentives utilize a multi-year performance period.
Automatic Data Processing, Inc.	11/09/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Automatic Data Processing, Inc.	11/09/2022	Management	14	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
AutoZone, Inc.	12/14/2022	Management	1	Yes	Elect Director Michael A. George	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. Due to being partially responsive to a majority-supported shareholder proposal, a vote FOR, with caution, is warranted for members of the Nominating and Corporate Governance Committee: directors Enderson Guimaraes, Jill A. Soltau, and D. Bryan Jordan, who also chairs the Audit Committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/14/2022	Management	2	Yes	Elect Director Linda A. Goodspeed	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. Due to being partially responsive to a majority-supported shareholder proposal, a vote FOR, with caution, is warranted for members of the Nominating and Corporate Governance Committee: directors Enderson Guimaraes, Jill A. Soltau, and D. Bryan Jordan, who also chairs the Audit Committee. A vote FOR the remaining director nominees is warranted.

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AutoZone, Inc.	12/14/2022	Management	3	Yes	Elect Director Earl G. Graves, Jr.	For	For	Against	Against	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. Due to being partially responsive to a majority-supported shareholder proposal, a vote FOR, with caution, is warranted for members of the Nominating and Corporate Governance Committee: directors Enderson Guimaraes, Jill A. Soltau, and D. Bryan Jordan, who also chairs the Audit Committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/14/2022	Management	4	Yes	Elect Director Enderson Guimaraes	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. Due to being partially responsive to a majority-supported shareholder proposal, a vote FOR, with caution, is warranted for members of the Nominating and Corporate Governance Committee: directors Enderson Guimaraes, Jill A. Soltau, and D. Bryan Jordan, who also chairs the Audit Committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/14/2022	Management	5	Yes	Elect Director Brian P. Hannasch	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. Due to being partially responsive to a majority-supported shareholder proposal, a vote FOR, with caution, is warranted for members of the Nominating and Corporate Governance Committee: directors Enderson Guimaraes, Jill A. Soltau, and D. Bryan Jordan, who also chairs the Audit Committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/14/2022	Management	6	Yes	Elect Director D. Bryan Jordan	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. Due to being partially responsive to a majority-supported shareholder proposal, a vote FOR, with caution, is warranted for members of the Nominating and Corporate Governance Committee: directors Enderson Guimaraes, Jill A. Soltau, and D. Bryan Jordan, who also chairs the Audit Committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/14/2022	Management	7	Yes	Elect Director Gale V. King	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. Due to being partially responsive to a majority-supported shareholder proposal, a vote FOR, with caution, is warranted for members of the Nominating and Corporate Governance Committee: directors Enderson Guimaraes, Jill A. Soltau, and D. Bryan Jordan, who also chairs the Audit Committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/14/2022	Management	8	Yes	Elect Director George R. Mrkonic, Jr.	For	For	Against	Against	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. Due to being partially responsive to a majority-supported shareholder proposal, a vote FOR, with caution, is warranted for members of the Nominating and Corporate Governance Committee: directors Enderson Guimaraes, Jill A. Soltau, and D. Bryan Jordan, who also chairs the Audit Committee. A vote FOR the remaining director nominees is warranted.

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AutoZone, Inc.	12/14/2022	Management	9	Yes	Elect Director William C. Rhodes, III	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. Due to being partially responsive to a majority-supported shareholder proposal, a vote FOR, with caution, is warranted for members of the Nominating and Corporate Governance Committee: directors Enderson Guimaraes, Jill A. Soltau, and D. Bryan Jordan, who also chairs the Audit Committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/14/2022	Management	10	Yes	Elect Director Jill A. Soltau	For	For	For	For	Votes AGAINST Earl (Butch) Graves Jr. and George Mrkonic Jr. are warranted for serving as non-independent members of a key board committee. Due to being partially responsive to a majority-supported shareholder proposal, a vote FOR, with caution, is warranted for members of the Nominating and Corporate Governance Committee: directors Enderson Guimaraes, Jill A. Soltau, and D. Bryan Jordan, who also chairs the Audit Committee. A vote FOR the remaining director nominees is warranted.
AutoZone, Inc.	12/14/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
AutoZone, Inc.	12/14/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid significant tax gross-up related to the CEO's executive life insurance perquisite. In addition, concerns are raised with respect to the lack of pre-set performance goals in the long-term incentive plan, which warrants further monitoring particularly if pay and performance do not remain aligned in future.
Avalara, Inc.	10/14/2022	Management	2	Yes	Approve Merger Agreement	For	For	For	For	Though some long-term shareholders may wish to reject the transaction in favor of remaining standalone, the proposed transaction provides certainty of value, at a premium, compared to the significant downside risk of non-approval and the uncertainty surrounding a potential market recovery. As such, cautionary support FOR the proposed transaction is warranted.
Avalara, Inc.	10/14/2022	Management	3	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double-trigger and reasonably based, and no excise tax gross-ups are payable, unvested options will accelerate on a single trigger basis and PSUs will be converted into cash awards at above-target levels, with payouts above the original award agreements, without a compelling rationale disclosed.
Avalara, Inc.	10/14/2022	Management	4	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
Avalara, Inc.	10/14/2022	Management	6	Yes	Approve Merger Agreement	Against	Do Not Vote	Do Not Vote	Do Not Vote	
Avalara, Inc.	10/14/2022	Management	7	Yes	Advisory Vote on Golden Parachutes	Against	Do Not Vote	Do Not Vote	Do Not Vote	
Avalara, Inc.	10/14/2022	Management	8	Yes	Adjourn Meeting	Against	Do Not Vote	Do Not Vote	Do Not Vote	
Avangrid, Inc.	07/20/2022	Management	1	Yes	Elect Director Ignacio S. Galan	For	For	Against	Against	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Avangrid, Inc.	07/20/2022	Management	2	Yes	Elect Director John Baldacci	For	For	For	For	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Avangrid, Inc.	07/20/2022	Management	3	Yes	Elect Director Pedro Azagra Blazquez	For	For	For	For	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Avangrid, Inc.	07/20/2022	Management	4	Yes	Elect Director Daniel Alcain Lopez	For	For	For	For	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Avangrid, Inc.	07/20/2022	Management	5	Yes	Elect Director Maria Fatima Banez Garcia	For	For	For	For	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Avangrid, Inc.	07/20/2022	Management	6	Yes	Elect Director Robert Duffy	For	For	For	For	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Avangrid, Inc.	07/20/2022	Management	7	Yes	Elect Director Teresa Herbert	For	For	For	For	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Avangrid, Inc.	07/20/2022	Management	8	Yes	Elect Director Patricia Jacobs	For	For	For	For	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Avangrid, Inc.	07/20/2022	Management	9	Yes	Elect Director John Lahey	For	For	For	For	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.

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Avangrid, Inc.	07/20/2022	Management	10	Yes	Elect Director Jose Angel Marra Rodriguez	For	For	For	For	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Avangrid, Inc.	07/20/2022	Management	11	Yes	Elect Director Santiago Martinez Garrido	For	For	For	For	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Avangrid, Inc.	07/20/2022	Management	12	Yes	Elect Director Jose Sainz Armada	For	Against	Against	Against	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Avangrid, Inc.	07/20/2022	Management	13	Yes	Elect Director Alan Solomont	For	For	For	For	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Avangrid, Inc.	07/20/2022	Management	14	Yes	Elect Director Camille Joseph Varlack	For	For	For	For	Votes AGAINST Jose Sainz Armada are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Jose Ignacio (Ignacio) Sanchez Galan are warranted for serving on more than two public boards while serving as a CEO of an outside company. A vote FOR the remaining director nominees is warranted.
Avangrid, Inc.	07/20/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Avangrid, Inc.	07/20/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-ups related to relocation benefits.
Avangrid, Inc.	07/20/2022	Management	17	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Avnet, Inc.	11/17/2022	Management	1	Yes	Elect Director Rodney C. Adkins	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/17/2022	Management	2	Yes	Elect Director Carlo Bozotti	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/17/2022	Management	3	Yes	Elect Director Brenda L. Freeman	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/17/2022	Management	4	Yes	Elect Director Philip R. Gallagher	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.



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Avnet, Inc.	11/17/2022	Management	5	Yes	Elect Director Jo Ann Jenkins	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/17/2022	Management	6	Yes	Elect Director Oleg Khaykin	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/17/2022	Management	7	Yes	Elect Director James A. Lawrence	For	For	Against	Against	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/17/2022	Management	8	Yes	Elect Director Ernest E. Maddock	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/17/2022	Management	9	Yes	Elect Director Avid Modjtabai	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/17/2022	Management	10	Yes	Elect Director Adalio T. Sanchez	For	For	For	For	Votes AGAINST James (Jim) Lawrence are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Avnet, Inc.	11/17/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Avnet, Inc.	11/17/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Bill.com Holdings, Inc.	12/08/2022	Management	1	Yes	Elect Director Steven Cakebread	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Steven Cakebread, David Hornik, Brian Jacobs, and Katherine Kline are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Brian Jacobs are further warranted for serving as a non-independent member of a key board committee.
Bill.com Holdings, Inc.	12/08/2022	Management	2	Yes	Elect Director David Hornik	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Steven Cakebread, David Hornik, Brian Jacobs, and Katherine Kline are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Brian Jacobs are further warranted for serving as a non-independent member of a key board committee.
Bill.com Holdings, Inc.	12/08/2022	Management	3	Yes	Elect Director Brian Jacobs	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Steven Cakebread, David Hornik, Brian Jacobs, and Katherine Kline are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Brian Jacobs are further warranted for serving as a non-independent member of a key board committee.

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Bill.com Holdings, Inc.	12/08/2022	Management	4	Yes	Elect Director Allie Kline	For	Withhold	Withhold	Withhold	WITHHOLD votes for incumbent director nominees Steven Cakebread, David Hornik, Brian Jacobs, and Katherine Kline are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. WITHHOLD votes for Brian Jacobs are further warranted for serving as a non-independent member of a key board committee.
Bill.com Holdings, Inc.	12/08/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Bill.com Holdings, Inc.	12/08/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Several NEOs received outsized total pay driven by large, one-time equity grants. Two such grants were entirely time-based, and the company did not disclose a rationale for the awards' magnitude and lack of performance-based vesting. In addition, an NEO received excessive severance upon a voluntary resignation.
Bio-Techne Corporation	10/27/2022	Management	1	Yes	Fix Number of Directors at Nine	For	For	For	For	A vote FOR this proposal is warranted as the number of directors would not change and the proposal is not motivated by a desire to entrench management.
Bio-Techne Corporation	10/27/2022	Management	2	Yes	Elect Director Robert V. Baumgartner	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/27/2022	Management	3	Yes	Elect Director Julie L. Bushman	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/27/2022	Management	4	Yes	Elect Director John L. Higgins	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/27/2022	Management	5	Yes	Elect Director Joseph D. Keegan	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Bio-Techne Corporation	10/27/2022	Management	6	Yes	Elect Director Charles R. Kummeth	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/27/2022	Management	7	Yes	Elect Director Roeland Nusse	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/27/2022	Management	8	Yes	Elect Director Alpna Seth	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/27/2022	Management	9	Yes	Elect Director Randolph Steer	For	For	Against	Against	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/27/2022	Management	10	Yes	Elect Director Rupert Vessey	For	For	For	For	Votes AGAINST non-independent nominees Robert (Bob) Baumgartner, Charles (Chuck) Kummeth, John Higgins, Roeland Nusse and Randolph Steer are warranted for lack of a majority independent board. Votes AGAINST Robert (Bob) Baumgartner, John Higgins and Randolph Steer are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Bio-Techne Corporation	10/27/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. In response to a low say-on-pay vote result, the company engaged with shareholders and disclosed the feedback received in the proxy statement. While the committee made certain improvements in disclosure surrounding its rationale for past pay decisions and the current program structure, no changes or firm commitments appear to have been made to address all of shareholders' concerns. In addition, though pay and performance are reasonably aligned at this time, continued monitoring of the pay program structure is warranted, as the LTI program continues to utilize the same performance metrics as the STI. In addition, the company does not disclose the forward-looking performance goals in the LTI.

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Bio-Techne Corporation	10/27/2022	Management	12	Yes	Approve Stock Split	For	For	For	For	Considering the company's recent stock price information, a vote FOR this proposal is warranted as it appears to be in shareholders' best interests.
Bio-Techne Corporation	10/27/2022	Management	13	Yes	Ratify KPMG, LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Black Knight, Inc.	09/21/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	While the board appears to have conducted a limited process, the offer represents a 42.5 percent premium to the unaffected price, the cash portion of the consideration provides liquidity and certainty of value, the stock portion of the consideration offers the opportunity to participate in upside that may result from the combination, and there appears to be downside risk of non-approval. In light of these factors, support FOR the proposed transaction is warranted.
Black Knight, Inc.	09/21/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Cash severance is double trigger and reasonably based, no excise tax gross-ups are payable, and equity awards will be assumed by the acquirer and will continue to be subject to double-trigger acceleration. However, the executive chairman (and recent former CEO) is eligible to receive a large discretionary cash bonus and the company does not disclose a rationale for the award's size.
Black Knight, Inc.	09/21/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants shareholder support.
Booz Allen Hamilton Holding Corporation	07/27/2022	Management	1	Yes	Elect Director Horacio D. Rozanski	For	For	Against	Against	Votes AGAINST non-independent nominees Horacio Rozanski, Mark Gaumond, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corporation	07/27/2022	Management	2	Yes	Elect Director Mark E. Gaumond	For	For	Against	Against	Votes AGAINST non-independent nominees Horacio Rozanski, Mark Gaumond, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corporation	07/27/2022	Management	3	Yes	Elect Director Gretchen W. McClain	For	For	For	For	Votes AGAINST non-independent nominees Horacio Rozanski, Mark Gaumond, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corporation	07/27/2022	Management	4	Yes	Elect Director Melody C. Barnes	For	For	For	For	Votes AGAINST non-independent nominees Horacio Rozanski, Mark Gaumond, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Booz Allen Hamilton Holding Corporation	07/27/2022	Management	5	Yes	Elect Director Ellen Jewett	For	For	For	For	Votes AGAINST non-independent nominees Horacio Rozanski, Mark Gaumond, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corporation	07/27/2022	Management	6	Yes	Elect Director Arthur E. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Horacio Rozanski, Mark Gaumond, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corporation	07/27/2022	Management	7	Yes	Elect Director Charles O. Rossotti	For	For	Against	Against	Votes AGAINST non-independent nominees Horacio Rozanski, Mark Gaumond, Arthur Johnson and Charles Rossotti are warranted for lack of a majority independent board. Votes AGAINST Mark Gaumond, Arthur Johnson and Charles Rossotti are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Booz Allen Hamilton Holding Corporation	07/27/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Booz Allen Hamilton Holding Corporation	07/27/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as short-term incentives are based on a pre-set financial performance metric and long-term incentives continue to be majority performance-based and measured over a multi-year period.
Booz Allen Hamilton Holding Corporation	07/27/2022	Management	10	Yes	Provide Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted as it represents an enhancement to shareholders' rights.
Booz Allen Hamilton Holding Corporation	07/27/2022	Shareholder	11	Yes	Provide Right to Call a Special Meeting at a 10 Percent Ownership Threshold	Against	For	For	For	A vote FOR this proposal is warranted as the right to call special meetings at a 10 percent ownership threshold would enhance shareholders' rights.
Broadridge Financial Solutions, Inc.	11/10/2022	Management	1	Yes	Elect Director Leslie A. Brun	For	For	For	For	Votes AGAINST Robert Duelks and Thomas (Tom) Perna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/10/2022	Management	2	Yes	Elect Director Pamela L. Carter	For	For	For	For	Votes AGAINST Robert Duelks and Thomas (Tom) Perna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/10/2022	Management	3	Yes	Elect Director Richard J. Daly	For	For	For	For	Votes AGAINST Robert Duelks and Thomas (Tom) Perna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/10/2022	Management	4	Yes	Elect Director Robert N. Duelks	For	For	Against	Against	Votes AGAINST Robert Duelks and Thomas (Tom) Perna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/10/2022	Management	5	Yes	Elect Director Melvin L. Flowers	For	For	For	For	Votes AGAINST Robert Duelks and Thomas (Tom) Perna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/10/2022	Management	6	Yes	Elect Director Timothy C. Gokey	For	For	For	For	Votes AGAINST Robert Duelks and Thomas (Tom) Perna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Broadridge Financial Solutions, Inc.	11/10/2022	Management	7	Yes	Elect Director Brett A. Keller	For	For	For	For	Votes AGAINST Robert Duels and Thomas (Tom) Perna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/10/2022	Management	8	Yes	Elect Director Maura A. Markus	For	For	For	For	Votes AGAINST Robert Duels and Thomas (Tom) Perna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/10/2022	Management	9	Yes	Elect Director Eileen K. Murray	For	For	For	For	Votes AGAINST Robert Duels and Thomas (Tom) Perna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/10/2022	Management	10	Yes	Elect Director Annette L. Nazareth	For	For	For	For	Votes AGAINST Robert Duels and Thomas (Tom) Perna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/10/2022	Management	11	Yes	Elect Director Thomas J. Perna	For	For	Against	Against	Votes AGAINST Robert Duels and Thomas (Tom) Perna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/10/2022	Management	12	Yes	Elect Director Amit K. Zavery	For	For	For	For	Votes AGAINST Robert Duels and Thomas (Tom) Perna are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Broadridge Financial Solutions, Inc.	11/10/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives are majority-based on preset financial performance goals, and the company targets half of long-term incentives to be performance-based.
Broadridge Financial Solutions, Inc.	11/10/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Brown-Forman Corporation	07/28/2022	Management	1	Yes	Elect Director Campbell P. Brown	For	Against	Against	Against	Votes AGAINST non-independent nominees Campbell Brown, Lawson Whiting, John Cook, Stuart Brown, Marshall Farrer and Augusta Holland are warranted for lack of a majority independent board. Votes AGAINST Campbell Brown and John Cook are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members John Cook, Michael (Mike) Roney, and Tracy Skeans is warranted due to the committee's discretionary modification of certain of the short-term incentive program's performance metrics. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/28/2022	Management	2	Yes	Elect Director Stuart R. Brown	For	Against	Against	Against	Votes AGAINST non-independent nominees Campbell Brown, Lawson Whiting, John Cook, Stuart Brown, Marshall Farrer and Augusta Holland are warranted for lack of a majority independent board. Votes AGAINST Campbell Brown and John Cook are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members John Cook, Michael (Mike) Roney, and Tracy Skeans is warranted due to the committee's discretionary modification of certain of the short-term incentive program's performance metrics. A vote FOR the remaining director nominees is warranted.

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Brown-Forman Corporation	07/28/2022	Management	3	Yes	Elect Director John D. Cook	For	Against	Against	Against	Votes AGAINST non-independent nominees Campbell Brown, Lawson Whiting, John Cook, Stuart Brown, Marshall Farrer and Augusta Holland are warranted for lack of a majority independent board. Votes AGAINST Campbell Brown and John Cook are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members John Cook, Michael (Mike) Roney, and Tracy Skeans is warranted due to the committee's discretionary modification of certain of the short-term incentive program's performance metrics. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/28/2022	Management	4	Yes	Elect Director Marshall B. Farrer	For	Against	Against	Against	Votes AGAINST non-independent nominees Campbell Brown, Lawson Whiting, John Cook, Stuart Brown, Marshall Farrer and Augusta Holland are warranted for lack of a majority independent board. Votes AGAINST Campbell Brown and John Cook are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members John Cook, Michael (Mike) Roney, and Tracy Skeans is warranted due to the committee's discretionary modification of certain of the short-term incentive program's performance metrics. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/28/2022	Management	5	Yes	Elect Director Augusta Brown Holland	For	Against	Against	Against	Votes AGAINST non-independent nominees Campbell Brown, Lawson Whiting, John Cook, Stuart Brown, Marshall Farrer and Augusta Holland are warranted for lack of a majority independent board. Votes AGAINST Campbell Brown and John Cook are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members John Cook, Michael (Mike) Roney, and Tracy Skeans is warranted due to the committee's discretionary modification of certain of the short-term incentive program's performance metrics. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/28/2022	Management	6	Yes	Elect Director Michael J. Roney	For	Against	Against	Against	Votes AGAINST non-independent nominees Campbell Brown, Lawson Whiting, John Cook, Stuart Brown, Marshall Farrer and Augusta Holland are warranted for lack of a majority independent board. Votes AGAINST Campbell Brown and John Cook are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members John Cook, Michael (Mike) Roney, and Tracy Skeans is warranted due to the committee's discretionary modification of certain of the short-term incentive program's performance metrics. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/28/2022	Management	7	Yes	Elect Director Jan E. Singer	For	For	For	For	Votes AGAINST non-independent nominees Campbell Brown, Lawson Whiting, John Cook, Stuart Brown, Marshall Farrer and Augusta Holland are warranted for lack of a majority independent board. Votes AGAINST Campbell Brown and John Cook are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members John Cook, Michael (Mike) Roney, and Tracy Skeans is warranted due to the committee's discretionary modification of certain of the short-term incentive program's performance metrics. A vote FOR the remaining director nominees is warranted.



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Brown-Forman Corporation	07/28/2022	Management	8	Yes	Elect Director Tracy L. Skeans	For	Against	Against	Against	Votes AGAINST non-independent nominees Campbell Brown, Lawson Whiting, John Cook, Stuart Brown, Marshall Farrer and Augusta Holland are warranted for lack of a majority independent board. Votes AGAINST Campbell Brown and John Cook are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members John Cook, Michael (Mike) Roney, and Tracy Skeans is warranted due to the committee's discretionary modification of certain of the short-term incentive program's performance metrics. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/28/2022	Management	9	Yes	Elect Director Michael A. Todman	For	For	For	For	Votes AGAINST non-independent nominees Campbell Brown, Lawson Whiting, John Cook, Stuart Brown, Marshall Farrer and Augusta Holland are warranted for lack of a majority independent board. Votes AGAINST Campbell Brown and John Cook are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members John Cook, Michael (Mike) Roney, and Tracy Skeans is warranted due to the committee's discretionary modification of certain of the short-term incentive program's performance metrics. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/28/2022	Management	10	Yes	Elect Director Lawson E. Whiting	For	Against	Against	Against	Votes AGAINST non-independent nominees Campbell Brown, Lawson Whiting, John Cook, Stuart Brown, Marshall Farrer and Augusta Holland are warranted for lack of a majority independent board. Votes AGAINST Campbell Brown and John Cook are also warranted for serving as non-independent members of a key board committee. A vote AGAINST compensation committee members John Cook, Michael (Mike) Roney, and Tracy Skeans is warranted due to the committee's discretionary modification of certain of the short-term incentive program's performance metrics. A vote FOR the remaining director nominees is warranted.
Brown-Forman Corporation	07/28/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Brown-Forman Corporation	07/28/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
CACI International Inc	10/20/2022	Management	1	Yes	Elect Director Michael A. Daniels	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/20/2022	Management	2	Yes	Elect Director Lisa S. Disbrow	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/20/2022	Management	3	Yes	Elect Director Susan M. Gordon	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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CACI International Inc	10/20/2022	Management	4	Yes	Elect Director William L. Jews	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/20/2022	Management	5	Yes	Elect Director Gregory G. Johnson	For	For	Against	Against	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/20/2022	Management	6	Yes	Elect Director Ryan D. McCarthy	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/20/2022	Management	7	Yes	Elect Director John S. Mengucci	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/20/2022	Management	8	Yes	Elect Director Philip O. Nolan	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/20/2022	Management	9	Yes	Elect Director James L. Pavitt	For	For	Against	Against	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/20/2022	Management	10	Yes	Elect Director Debora A. Plunkett	For	For	For	For	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/20/2022	Management	11	Yes	Elect Director William S. Wallace	For	For	Against	Against	Votes AGAINST Gregory Johnson, James Pavitt and William Wallace are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
CACI International Inc	10/20/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
CACI International Inc	10/20/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Capri Holdings Limited	08/03/2022	Management	1	Yes	Elect Director Judy Gibbons	For	For	For	For	A vote FOR the director nominees is warranted.
Capri Holdings Limited	08/03/2022	Management	2	Yes	Elect Director Jane Thompson	For	For	For	For	A vote FOR the director nominees is warranted.
Capri Holdings Limited	08/03/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Capri Holdings Limited	08/03/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given that that company provided the CEO a large amount of automobile-related and life insurance-related perquisites. Concerns are also raised with respect to the lack of long-term performance metrics for the CEO's awards in the most recent fiscal year.
Capri Holdings Limited	08/03/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.

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Cardinal Health, Inc.	11/09/2022	Management	1	Yes	Elect Director Steven K. Barg	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox and Bruce Downey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/09/2022	Management	2	Yes	Elect Director Michelle M. Brennan	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox and Bruce Downey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/09/2022	Management	3	Yes	Elect Director Sujatha Chandrasekaran	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox and Bruce Downey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/09/2022	Management	4	Yes	Elect Director Carrie S. Cox	For	For	Against	Against	Votes AGAINST Gregory Kenny, Carrie Cox and Bruce Downey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/09/2022	Management	5	Yes	Elect Director Bruce L. Downey	For	For	Against	Against	Votes AGAINST Gregory Kenny, Carrie Cox and Bruce Downey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/09/2022	Management	6	Yes	Elect Director Sheri H. Edison	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox and Bruce Downey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/09/2022	Management	7	Yes	Elect Director David C. Evans	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox and Bruce Downey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/09/2022	Management	8	Yes	Elect Director Patricia A. Hemingway Hall	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox and Bruce Downey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/09/2022	Management	9	Yes	Elect Director Jason M. Hollar	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox and Bruce Downey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/09/2022	Management	10	Yes	Elect Director Akhil Johri	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox and Bruce Downey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/09/2022	Management	11	Yes	Elect Director Gregory B. Kenny	For	For	Against	Against	Votes AGAINST Gregory Kenny, Carrie Cox and Bruce Downey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/09/2022	Management	12	Yes	Elect Director Nancy Killefer	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox and Bruce Downey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/09/2022	Management	13	Yes	Elect Director Christine A. Mundkur	For	For	For	For	Votes AGAINST Gregory Kenny, Carrie Cox and Bruce Downey are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cardinal Health, Inc.	11/09/2022	Management	14	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cardinal Health, Inc.	11/09/2022	Management	15	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft to the CEO.
Casey's General Stores, Inc.	08/30/2022	Management	1	Yes	Elect Director H. Lynn Horak	For	For	Against	Against	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Casey's General Stores, Inc.	08/30/2022	Management	2	Yes	Elect Director Diane C. Bridgewater	For	For	Against	Against	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	3	Yes	Elect Director Sri Donthi	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	4	Yes	Elect Director Donald E. Frieson	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	5	Yes	Elect Director Cara K. Heiden	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	6	Yes	Elect Director David K. Lenhardt	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	7	Yes	Elect Director Darren M. Rebelez	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	8	Yes	Elect Director Larree M. Renda	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	9	Yes	Elect Director Judy A. Schmeling	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	10	Yes	Elect Director Gregory A. Trojan	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	11	Yes	Elect Director Allison M. Wing	For	For	For	For	Votes AGAINST H. Lynn Horak and Diane Bridgewater are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Casey's General Stores, Inc.	08/30/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Casey's General Stores, Inc.	08/30/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Catalent, Inc.	10/27/2022	Management	1	Yes	Elect Director Madhavan "Madhu" Balachandran	For	For	For	For	A vote FOR the director nominees is warranted.
Catalent, Inc.	10/27/2022	Management	2	Yes	Elect Director Michael J. Barber	For	For	For	For	A vote FOR the director nominees is warranted.
Catalent, Inc.	10/27/2022	Management	3	Yes	Elect Director J. Martin Carroll	For	For	For	For	A vote FOR the director nominees is warranted.
Catalent, Inc.	10/27/2022	Management	4	Yes	Elect Director John Chiminski	For	For	For	For	A vote FOR the director nominees is warranted.
Catalent, Inc.	10/27/2022	Management	5	Yes	Elect Director Rolf Classon	For	For	For	For	A vote FOR the director nominees is warranted.
Catalent, Inc.	10/27/2022	Management	6	Yes	Elect Director Rosemary A. Crane	For	For	For	For	A vote FOR the director nominees is warranted.
Catalent, Inc.	10/27/2022	Management	7	Yes	Elect Director Karen Flynn	For	For	For	For	A vote FOR the director nominees is warranted.
Catalent, Inc.	10/27/2022	Management	8	Yes	Elect Director John J. Greisch	For	For	For	For	A vote FOR the director nominees is warranted.
Catalent, Inc.	10/27/2022	Management	9	Yes	Elect Director Christa Kreuzburg	For	For	For	For	A vote FOR the director nominees is warranted.
Catalent, Inc.	10/27/2022	Management	10	Yes	Elect Director Gregory T. Lucier	For	For	For	For	A vote FOR the director nominees is warranted.
Catalent, Inc.	10/27/2022	Management	11	Yes	Elect Director Donald E. Morel, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Catalent, Inc.	10/27/2022	Management	12	Yes	Elect Director Alessandro Maselli	For	For	For	For	A vote FOR the director nominees is warranted.
Catalent, Inc.	10/27/2022	Management	13	Yes	Elect Director Jack Stahl	For	For	For	For	A vote FOR the director nominees is warranted.
Catalent, Inc.	10/27/2022	Management	14	Yes	Elect Director Peter Zippelius	For	For	For	For	A vote FOR the director nominees is warranted.

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Catalent, Inc.	10/27/2022	Management	15	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Catalent, Inc.	10/27/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives are predominantly based on preset financial goals, and long-term incentives are targeted to be half performance-based.
Centene Corporation	09/27/2022	Management	1	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would immediately enhance board accountability to shareholders and demonstrate a commitment to shareholders' interests on the part of management.
Centene Corporation	09/27/2022	Management	2	Yes	Provide Right to Call Special Meeting	For	For	For	For	A vote FOR this proposal is warranted. As the company does not currently provide shareholders with the ability to call special meetings, this would represent an enhancement to shareholders' rights.
Centene Corporation	09/27/2022	Management	3	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted. The right to act by written consent is a powerful tool for shareholders to take action in between annual meetings and is generally considered good governance. Additionally, the company does not have a shareholder who could abuse the written consent right.
Centene Corporation	09/27/2022	Management	4	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as all ballot items merit shareholder support.
ChargePoint Holdings, Inc.	07/12/2022	Management	1	Yes	Elect Director Jeffrey Harris	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Jeffrey Harris, Susan Heystee, and G. Richard (Rick) Wagoner Jr. given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
ChargePoint Holdings, Inc.	07/12/2022	Management	2	Yes	Elect Director Susan Heystee	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Jeffrey Harris, Susan Heystee, and G. Richard (Rick) Wagoner Jr. given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
ChargePoint Holdings, Inc.	07/12/2022	Management	3	Yes	Elect Director G. Richard Wagoner, Jr.	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for Jeffrey Harris, Susan Heystee, and G. Richard (Rick) Wagoner Jr. given the board's failure to remove, or subject to a sunset requirement, the classified board and the supermajority vote requirements to enact certain changes to the governing documents, each of which adversely impacts shareholder rights.
ChargePoint Holdings, Inc.	07/12/2022	Management	4	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
ChargePoint Holdings, Inc.	07/12/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Equity awards made during the most recent fiscal year were entirely time vesting. Investors generally prefer for at least a portion of grants to require the achievement of performance vesting criteria. Further, the committee removed a performance hurdle from the CEO's previously granted equity awards.
ChargePoint Holdings, Inc.	07/12/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

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Cintas Corporation	10/25/2022	Management	1	Yes	Elect Director Gerald S. Adolph	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/25/2022	Management	2	Yes	Elect Director John F. Barrett	For	For	For	For	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/25/2022	Management	3	Yes	Elect Director Melanie W. Barstad	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/25/2022	Management	4	Yes	Elect Director Karen L. Carnahan	For	For	For	For	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/25/2022	Management	5	Yes	Elect Director Robert E. Coletti	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/25/2022	Management	6	Yes	Elect Director Scott D. Farmer	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.



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Cintas Corporation	10/25/2022	Management	7	Yes	Elect Director Joseph Scaminace	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/25/2022	Management	8	Yes	Elect Director Todd M. Schneider	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/25/2022	Management	9	Yes	Elect Director Ronald W. Tysoe	For	For	Against	Against	Votes AGAINST non-independent nominees Scott Farmer, Todd Schneider, Joseph Scaminace, Gerald Adolph, Melanie Barstad, Robert (Bob) Coletti and Ronald Tysoe are warranted for lack of a majority independent board. Votes AGAINST Joseph Scaminace, Gerald Adolph, Melanie Barstad and Ronald Tysoe are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cintas Corporation	10/25/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are based primarily on financial performance and regular annual equity grants were entirely performance-conditioned. However, some concern is raised given that the performance-based awards relied on a one-year performance period and utilized the same metrics as the annual incentives program.
Cintas Corporation	10/25/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cintas Corporation	10/25/2022	Management	12	Yes	Eliminate Supermajority Vote Requirement for Business Combinations with Interested Persons	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in supermajority vote requirements enhance shareholder rights.
Cintas Corporation	10/25/2022	Management	13	Yes	Eliminate Supermajority Vote Requirement to Remove Directors for Cause	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in supermajority vote requirements enhance shareholder rights.
Cintas Corporation	10/25/2022	Management	14	Yes	Eliminate Supermajority Vote Requirement for Shareholder Approval of Mergers, Share Exchanges, Asset Sales and Dissolutions	For	For	For	For	A vote FOR these proposals is warranted given that the reduction in supermajority vote requirements enhance shareholder rights.
Cintas Corporation	10/25/2022	Shareholder	15	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Although a single shareholder, the current executive chairman, would have the unilateral ability to call a special meeting at the proposed threshold, the company bylaws presently provide him with this ability. A lower ownership threshold to call special meetings is generally in the best interests of shareholders and the risk for abuse at the proposed threshold appears low.



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Cintas Corporation	10/25/2022	Shareholder	16	Yes	Report on Political Contributions	Against	For	For	For	A vote FOR this resolution is warranted, as increased disclosure of the company's direct political contributions and indirect political contributions through all tax-exempt organizations could help shareholders more comprehensively evaluate the company's management of related risks and benefits.
Cirrus Logic, Inc.	07/29/2022	Management	1	Yes	Elect Director John C. Carter	For	For	Withhold	Withhold	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	2	Yes	Elect Director Alexander M. Davern	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	3	Yes	Elect Director Timothy R. Dehne	For	For	Withhold	Withhold	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	4	Yes	Elect Director John M. Forsyth	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	5	Yes	Elect Director Deirdre R. Hanford	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	6	Yes	Elect Director Raghib Hussain	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	7	Yes	Elect Director Catherine P. Lego	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	8	Yes	Elect Director David J. Tupman	For	For	For	For	WITHHOLD votes for John Carter and Timothy Dehne are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cirrus Logic, Inc.	07/29/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cirrus Logic, Inc.	07/29/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Cirrus Logic, Inc.	07/29/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted as the company's potential Voting Power Dilution (VPD) for all incentive plans of 12.78 percent is reasonable.
Cisco Systems, Inc.	12/08/2022	Management	1	Yes	Elect Director M. Michele Burns	For	For	Against	Against	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/08/2022	Management	2	Yes	Elect Director Wesley G. Bush	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/08/2022	Management	3	Yes	Elect Director Michael D. Capellas	For	For	Against	Against	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Cisco Systems, Inc.	12/08/2022	Management	4	Yes	Elect Director Mark Garrett	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/08/2022	Management	5	Yes	Elect Director John D. Harris, II	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/08/2022	Management	6	Yes	Elect Director Kristina M. Johnson	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/08/2022	Management	7	Yes	Elect Director Roderick C. McGeary	For	For	Against	Against	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/08/2022	Management	8	Yes	Elect Director Sarah Rae Murphy	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/08/2022	Management	9	Yes	Elect Director Charles H. Robbins	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/08/2022	Management	10	Yes	Elect Director Brenton L. Saunders	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/08/2022	Management	11	Yes	Elect Director Lisa T. Su	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/08/2022	Management	12	Yes	Elect Director Marianna Tessel	For	For	For	For	Votes AGAINST Michael (Mike) Capellas, M. Michele Burns and Roderick (Rod) McGeary are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Cisco Systems, Inc.	12/08/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The annual bonus was primarily based on pre-set objective metrics, while the financial metrics utilized rigorous goals and an individual performance metric was replaced at shareholders' request. Further, a majority of the annual equity grant was in performance-conditioned equity, though a concern is noted regarding annually set performance goals. Continued monitoring is warranted given an expected additional one-time equity grant in FY23.
Cisco Systems, Inc.	12/08/2022	Management	14	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Cisco Systems, Inc.	12/08/2022	Shareholder	15	Yes	Report on Tax Transparency Set Forth in the Global Reporting Initiative's Tax Standard	Against	Against	For	For	A vote FOR this proposal is warranted as it would enable shareholders to better assess the company's tax practices in non-US markets and its management of risks related to taxation reforms.

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Coherent Corp.	11/16/2022	Management	1	Yes	Elect Director Enrico Digirolamo	For	For	For	For	A vote FOR all director nominees is warranted.
Coherent Corp.	11/16/2022	Management	2	Yes	Elect Director David L. Motley	For	For	For	For	A vote FOR all director nominees is warranted.
Coherent Corp.	11/16/2022	Management	3	Yes	Elect Director Shaker Sadasivam	For	For	For	For	A vote FOR all director nominees is warranted.
Coherent Corp.	11/16/2022	Management	4	Yes	Elect Director Lisa Neal-Graves	For	For	For	For	A vote FOR all director nominees is warranted.
Coherent Corp.	11/16/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Coherent Corp.	11/16/2022	Management	6	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Conagra Brands, Inc.	09/21/2022	Management	1	Yes	Elect Director Anil Arora	For	For	For	For	Votes AGAINST Richard Lenny and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	09/21/2022	Management	2	Yes	Elect Director Thomas "Tony" K. Brown	For	For	For	For	Votes AGAINST Richard Lenny and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	09/21/2022	Management	3	Yes	Elect Director Emanuel "Manny" Chirico	For	For	For	For	Votes AGAINST Richard Lenny and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	09/21/2022	Management	4	Yes	Elect Director Sean M. Connolly	For	For	For	For	Votes AGAINST Richard Lenny and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	09/21/2022	Management	5	Yes	Elect Director George Dowdie	For	For	For	For	Votes AGAINST Richard Lenny and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	09/21/2022	Management	6	Yes	Elect Director Fran Horowitz	For	For	For	For	Votes AGAINST Richard Lenny and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	09/21/2022	Management	7	Yes	Elect Director Richard H. Lenny	For	For	Against	Against	Votes AGAINST Richard Lenny and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	09/21/2022	Management	8	Yes	Elect Director Melissa Lora	For	For	For	For	Votes AGAINST Richard Lenny and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	09/21/2022	Management	9	Yes	Elect Director Ruth Ann Marshall	For	For	Against	Against	Votes AGAINST Richard Lenny and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	09/21/2022	Management	10	Yes	Elect Director Denise A. Paulonis	For	For	For	For	Votes AGAINST Richard Lenny and Ruth Ann Marshall are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Conagra Brands, Inc.	09/21/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Conagra Brands, Inc.	09/21/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.
Conagra Brands, Inc.	09/21/2022	Management	13	Yes	Provide Right to Act by Written Consent	For	For	For	For	A vote FOR this proposal is warranted as the ability to act by written consent would improve shareholder rights.
Conagra Brands, Inc.	09/21/2022	Shareholder	14	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.

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Constellation Brands, Inc.	07/19/2022	Management	1	Yes	Elect Director Jennifer M. Daniels	For	For	For	For	WITHHOLD votes for Jeremy (Jerry) Fowden are warranted; * for serving as a non-independent member of a key board committee. * for the board's unilateral adoption of an exclusive forum bylaw. * given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman, an increase in their pledging activity, and the absence of an anti-pledging policy. A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	07/19/2022	Management	2	Yes	Elect Director Jeremy S. G. Fowden	For	Withhold	Withhold	Withhold	WITHHOLD votes for Jeremy (Jerry) Fowden are warranted; * for serving as a non-independent member of a key board committee. * for the board's unilateral adoption of an exclusive forum bylaw. * given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman, an increase in their pledging activity, and the absence of an anti-pledging policy. A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	07/19/2022	Management	3	Yes	Elect Director Jose Manuel Madero Garza	For	For	For	For	WITHHOLD votes for Jeremy (Jerry) Fowden are warranted; * for serving as a non-independent member of a key board committee. * for the board's unilateral adoption of an exclusive forum bylaw. * given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman, an increase in their pledging activity, and the absence of an anti-pledging policy. A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	07/19/2022	Management	4	Yes	Elect Director Daniel J. McCarthy	For	For	For	For	WITHHOLD votes for Jeremy (Jerry) Fowden are warranted; * for serving as a non-independent member of a key board committee. * for the board's unilateral adoption of an exclusive forum bylaw. * given concerns regarding the board's oversight function in light of significant share pledging by the chairman and vice chairman, an increase in their pledging activity, and the absence of an anti-pledging policy. A vote FOR the remaining director nominees is warranted.
Constellation Brands, Inc.	07/19/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Constellation Brands, Inc.	07/19/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-and-performance are reasonably aligned for the year in review. Annual incentives were determined by pre-set financial metrics. However, the long-term equity awards remain mostly time-based.
Constellation Brands, Inc.	11/09/2022	Management	1	Yes	Amend Charter	For	For	For	For	A vote FOR this proposal is warranted. Although Class B shareholders will receive a sizable premium, the reclassification proposal will align the voting rights with economic interests for all shareholders.
Constellation Brands, Inc.	11/09/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, as Item 1 merits shareholder support.
Copart, Inc.	10/31/2022	Management	1	Yes	Increase Authorized Common Stock	For	For	For	For	A vote FOR this proposal is warranted as the requested increase in authorized common shares, on a post-split basis, is not considered excessive.
Copart, Inc.	10/31/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying ballot item warrants shareholder support.

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Copart, Inc.	12/02/2022	Management	1	Yes	Elect Director Willis J. Johnson	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/02/2022	Management	2	Yes	Elect Director A. Jayson Adair	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/02/2022	Management	3	Yes	Elect Director Matt Blunt	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/02/2022	Management	4	Yes	Elect Director Steven D. Cohan	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/02/2022	Management	5	Yes	Elect Director Daniel J. Englander	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/02/2022	Management	6	Yes	Elect Director James E. Meeks	For	For	Against	Against	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Copart, Inc.	12/02/2022	Management	7	Yes	Elect Director Thomas N. Tryforos	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/02/2022	Management	8	Yes	Elect Director Diane M. Morefield	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/02/2022	Management	9	Yes	Elect Director Stephen Fisher	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/02/2022	Management	10	Yes	Elect Director Cherylyn Harley LeBon	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Copart, Inc.	12/02/2022	Management	11	Yes	Elect Director Carl D. Sparks	For	For	For	For	Votes AGAINST non-independent nominees Willis Johnson, A. Jayson Adair, Daniel Englander, Matt Blunt, Steven Cohan and James Meeks are warranted for lack of a majority independent board. Votes AGAINST Daniel Englander, Matt Blunt and Steven Cohan are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Copart, Inc.	12/02/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The new co-CEO received a large, front-loaded equity grant, only slightly more than half of which is performance-vesting. Given that the award is intended to cover four years of equity pay, investors likely expected a more substantial portion of the award to be performance-based. Further, the performance-vesting condition carries certain risks, as the structure may reward for short peaks in stock price performance near the time of exercise. In addition, although the committee took the positive step of disclosing a more formulaic annual incentive program, a significant portion of the annual incentive remained tied to subjective individual criteria, and the company did not disclose any financial or non-financial performance targets or achievements under the program. The lack of these key disclosures inhibits an assessment of goal rigor. Lastly, concerns are also raised with respect to the excessive corporate aircraft and automobile perquisites provided to co-CEO Adair.
Copart, Inc.	12/02/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Coty Inc.	11/03/2022	Management	1	Yes	Elect Director Beatrice Ballini	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.
Coty Inc.	11/03/2022	Management	2	Yes	Elect Director Joachim Creus	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.



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Coty Inc.	11/03/2022	Management	3	Yes	Elect Director Olivier Goudet	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.
Coty Inc.	11/03/2022	Management	4	Yes	Elect Director Peter Harf	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.
Coty Inc.	11/03/2022	Management	5	Yes	Elect Director Johannes P. Huth	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.

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Coty Inc.	11/03/2022	Management	6	Yes	Elect Director Maria Ausuncion Aramburuzabala Larregui	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.
Coty Inc.	11/03/2022	Management	7	Yes	Elect Director Anna Adeola Makanju	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.
Coty Inc.	11/03/2022	Management	8	Yes	Elect Director Sue Y. Nabi	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.

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Coty Inc.	11/03/2022	Management	9	Yes	Elect Director Isabelle Parize	For	For	For	For	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.
Coty Inc.	11/03/2022	Management	10	Yes	Elect Director Erhard Schoewel	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.
Coty Inc.	11/03/2022	Management	11	Yes	Elect Director Robert Singer	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Gerd Peter Harf, Sue Nabi, Robert (Bob) Singer, Joachim Joseph Creus, Olivier Goudet and Erhard Schoewel are warranted for lack of a majority independent board. WITHHOLD votes for Robert (Bob) Singer and Erhard Schoewel are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Johannes Huth are warranted for failing to attend at least 75 percent of his total board and committee meetings held during the fiscal year under review without an acceptable reason for the absences. WITHHOLD votes for incumbent compensation committee members Maria Aramburuzabala Larregui, Beatrice Ballini, Anna Makanju, and Erhard Schoewel are warranted due to persistent compensation-related concerns demonstrating poor stewardship of the pay program. A vote FOR Isabelle Parize is warranted.

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Coty Inc.	11/03/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO Nabi's pay declined for the year in review, consisting only of base salary, following her \$280 million sign-on RSU award in the prior year. However, a review of the pay program reveals persistent concerning features. Specifically, NEO pay consisted primarily of base salary and equity awards that lack performance vesting conditions. Investors increasingly expect a meaningful portion of incentives to be tied to pre-set performance goals. Further, there are renewed concerns regarding high base salaries without a compelling rationale. Notably, these significant concerns for the year in review follow multiple years of problematic pay decisions at the company.
Coty Inc.	11/03/2022	Management	13	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Darden Restaurants, Inc.	09/21/2022	Management	1	Yes	Elect Director Margaret Shan Atkins	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	09/21/2022	Management	2	Yes	Elect Director Ricardo 'Rick' Cardenas	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	09/21/2022	Management	3	Yes	Elect Director Juliana L. Chugg	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	09/21/2022	Management	4	Yes	Elect Director James P. Fogarty	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	09/21/2022	Management	5	Yes	Elect Director Cynthia T. Jamison	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	09/21/2022	Management	6	Yes	Elect Director Eugene I. Lee, Jr.	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	09/21/2022	Management	7	Yes	Elect Director Nana Mensah	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	09/21/2022	Management	8	Yes	Elect Director William S. Simon	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	09/21/2022	Management	9	Yes	Elect Director Charles M. Sonsteby	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	09/21/2022	Management	10	Yes	Elect Director Timothy J. Wilmott	For	For	For	For	A vote FOR the director nominees is warranted.
Darden Restaurants, Inc.	09/21/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentives remain sufficiently performance-based and the company targets half of its regular equity awards to be conditioned on long-term performance.
Darden Restaurants, Inc.	09/21/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Deckers Outdoor Corporation	09/12/2022	Management	1	Yes	Elect Director Michael F. Devine, III	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/12/2022	Management	2	Yes	Elect Director David A. Burwick	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/12/2022	Management	3	Yes	Elect Director Nelson C. Chan	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/12/2022	Management	4	Yes	Elect Director Cynthia (Cindy) L. Davis	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Deckers Outdoor Corporation	09/12/2022	Management	5	Yes	Elect Director Juan R. Figuereo	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/12/2022	Management	6	Yes	Elect Director Maha S. Ibrahim	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/12/2022	Management	7	Yes	Elect Director Victor Luis	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/12/2022	Management	8	Yes	Elect Director Dave Powers	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/12/2022	Management	9	Yes	Elect Director Lauri M. Shanahan	For	For	Withhold	Withhold	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/12/2022	Management	10	Yes	Elect Director Bonita C. Stewart	For	For	For	For	WITHHOLD votes for Lauri Shanahan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Deckers Outdoor Corporation	09/12/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Deckers Outdoor Corporation	09/12/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Donaldson Company, Inc.	11/18/2022	Management	1	Yes	Elect Director Douglas A. Milroy	For	For	For	For	WITHHOLD votes for Willard (Will) Oberton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Donaldson Company, Inc.	11/18/2022	Management	2	Yes	Elect Director Willard D. Oberton	For	For	Withhold	Withhold	WITHHOLD votes for Willard (Will) Oberton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Donaldson Company, Inc.	11/18/2022	Management	3	Yes	Elect Director Richard M. Olson	For	For	For	For	WITHHOLD votes for Willard (Will) Oberton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Donaldson Company, Inc.	11/18/2022	Management	4	Yes	Elect Director Jacinth C. Smiley	For	For	For	For	WITHHOLD votes for Willard (Will) Oberton are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Donaldson Company, Inc.	11/18/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Donaldson Company, Inc.	11/18/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Duke Realty Corporation	09/28/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The company did not conduct an auction, which makes it difficult for shareholders to have market-based certainty that the offered consideration represents the best available alternative. While the value of the merger consideration represents a discount to recent trading prices, the offered consideration represents a premium to the unaffected price and the implied valuation is in line with historical trading levels. Further, there is downside risk of non-approval, and the equity form of consideration allows DRE shareholders to benefit from the expected upside of a larger combined entity. On balance, support FOR the transaction is warranted.
Duke Realty Corporation	09/28/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although cash severance is double trigger and reasonably based, equity awards are single trigger. Further, NEOs are expected to receive significant problematic excise tax gross-ups pursuant to a program the board is expected to adopt prior to closing. This egregious action contradicts prior statements by the board in its annual proxy which stated that CIC excise tax protections are not in long-term shareholders' interests.
Duke Realty Corporation	09/28/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, as the underlying transaction merits support.
DXC Technology Company	07/26/2022	Management	1	Yes	Elect Director Mukesh Aghi	For	For	For	For	A vote FOR the director nominees is warranted.
DXC Technology Company	07/26/2022	Management	2	Yes	Elect Director Amy E. Alving	For	For	For	For	A vote FOR the director nominees is warranted.
DXC Technology Company	07/26/2022	Management	3	Yes	Elect Director David A. Barnes	For	For	For	For	A vote FOR the director nominees is warranted.
DXC Technology Company	07/26/2022	Management	4	Yes	Elect Director Raul J. Fernandez	For	For	For	For	A vote FOR the director nominees is warranted.
DXC Technology Company	07/26/2022	Management	5	Yes	Elect Director David L. Herzog	For	For	For	For	A vote FOR the director nominees is warranted.
DXC Technology Company	07/26/2022	Management	6	Yes	Elect Director Dawn Rogers	For	For	For	For	A vote FOR the director nominees is warranted.
DXC Technology Company	07/26/2022	Management	7	Yes	Elect Director Michael J. Salvino	For	For	For	For	A vote FOR the director nominees is warranted.
DXC Technology Company	07/26/2022	Management	8	Yes	Elect Director Carrie W. Teffner	For	For	For	For	A vote FOR the director nominees is warranted.
DXC Technology Company	07/26/2022	Management	9	Yes	Elect Director Akihiko Washington	For	For	For	For	A vote FOR the director nominees is warranted.
DXC Technology Company	07/26/2022	Management	10	Yes	Elect Director Robert F. Woods	For	For	For	For	A vote FOR the director nominees is warranted.
DXC Technology Company	07/26/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
DXC Technology Company	07/26/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided excessive personal use of corporate aircraft perquisite to the CEO.
Dynatrace, Inc.	08/24/2022	Management	1	Yes	Elect Director Ambika Kapur Gadre	For	For	For	For	WITHHOLD votes are warranted for director nominees Steve Rowland and Kenneth (Chip) Virnig II given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Ambika Kapur Gadre is warranted.

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Dynatrace, Inc.	08/24/2022	Management	2	Yes	Elect Director Steve Rowland	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Steve Rowland and Kenneth (Chip) Virnig II given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Ambika Kapur Gadre is warranted.
Dynatrace, Inc.	08/24/2022	Management	3	Yes	Elect Director Kenneth 'Chip' Virnig	For	Withhold	Withhold	Withhold	WITHHOLD votes are warranted for director nominees Steve Rowland and Kenneth (Chip) Virnig II given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR director nominee Ambika Kapur Gadre is warranted.
Dynatrace, Inc.	08/24/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Dynatrace, Inc.	08/24/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Eagle Materials Inc.	08/05/2022	Management	1	Yes	Elect Director George J. Damiris	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Materials Inc.	08/05/2022	Management	2	Yes	Elect Director Martin M. Ellen	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Materials Inc.	08/05/2022	Management	3	Yes	Elect Director David B. Powers	For	For	For	For	A vote FOR the director nominees is warranted.
Eagle Materials Inc.	08/05/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Eagle Materials Inc.	08/05/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Elastic N.V.	10/06/2022	Management	1	Yes	Elect Director Sohaib Abbasi	For	For	For	For	A vote AGAINST incumbent governance committee members Chetan Puttagunta and Caryn Marooney is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Elastic N.V.	10/06/2022	Management	2	Yes	Elect Director Caryn Marooney	For	Against	Against	Against	A vote AGAINST incumbent governance committee members Chetan Puttagunta and Caryn Marooney is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Elastic N.V.	10/06/2022	Management	3	Yes	Elect Director Chetan Puttagunta	For	Against	Against	Against	A vote AGAINST incumbent governance committee members Chetan Puttagunta and Caryn Marooney is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Elastic N.V.	10/06/2022	Management	4	Yes	Elect Director Steven Schuurman	For	For	For	For	A vote AGAINST incumbent governance committee members Chetan Puttagunta and Caryn Marooney is warranted given the board's failure to remove, or subject to a sunset requirement, the classified board structure which adversely impacts shareholder rights. A vote FOR the remaining director nominees is warranted.
Elastic N.V.	10/06/2022	Management	5	Yes	Adopt Financial Statements and Statutory Reports	For	For	For	For	A vote FOR the approval of the financial statements is warranted due to a lack of concerns regarding the accounts presented.



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Elastic N.V.	10/06/2022	Management	6	Yes	Appoint PricewaterhouseCoopers Accountants N.V. as External Auditor	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Elastic N.V.	10/06/2022	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this proposal to ratify the auditor is warranted.
Elastic N.V.	10/06/2022	Management	8	Yes	Approve Discharge of Executive Directors	For	For	For	For	A vote FOR is warranted because of the absence of any information about significant and compelling controversies suggesting that the directors are not fulfilling their fiduciary duties.
Elastic N.V.	10/06/2022	Management	9	Yes	Approve Discharge of Non-Executive Directors	For	For	For	For	A vote FOR is warranted because of the absence of any information about significant and compelling controversies suggesting that the directors are not fulfilling their fiduciary duties.
Elastic N.V.	10/06/2022	Management	10	Yes	Authorize Repurchase of Up to 10 Percent of Issued Share Capital	For	For	For	For	Given that there is no precedent of inappropriate buybacks, a vote FOR this proposal is warranted.
Elastic N.V.	10/06/2022	Management	11	Yes	Approve Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The number of shares reserved is reasonable; and * The offering period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Elastic N.V.	10/06/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Electronic Arts Inc.	08/11/2022	Management	1	Yes	Elect Director Kofi A. Bruce	For	For	For	For	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/11/2022	Management	2	Yes	Elect Director Rachel A. Gonzalez	For	For	For	For	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/11/2022	Management	3	Yes	Elect Director Jeffrey T. Huber	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/11/2022	Management	4	Yes	Elect Director Talbott Roche	For	For	For	For	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Electronic Arts Inc.	08/11/2022	Management	5	Yes	Elect Director Richard A. Simonson	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/11/2022	Management	6	Yes	Elect Director Luis A. Ubinas	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/11/2022	Management	7	Yes	Elect Director Heidi J. Ueberroth	For	For	For	For	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/11/2022	Management	8	Yes	Elect Director Andrew Wilson	For	For	Against	Against	Votes AGAINST non-independent nominees Andrew Wilson, Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are warranted for lack of a majority independent board. Votes AGAINST Luis Ubiñas, Jeffrey (Jeff) Huber and Richard Simonson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Electronic Arts Inc.	08/11/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Following last year's low say-on-pay vote result, the compensation committee engaged with shareholders, disclosed specific feedback received, and implemented positive pay program changes and disclosure improvements. Accordingly, the committee has demonstrated adequate responsiveness. There is some concern surrounding the company's annual incentive program, particularly with respect to a significant portion being based on a qualitative assessment. However, certain concerns are mitigated as the committee implemented a cap on NEOs' maximum bonus opportunity, in response to shareholder concerns. In addition, the annual LTI is primarily performance-based, and the value of the CEO's equity awards decreased significantly year-over-year. Further, the proxy notes that the financial performance weighting of the company bonus pool funding formula will be increased for FY23. On balance of these factors, a vote FOR this proposal is warranted.
Electronic Arts Inc.	08/11/2022	Management	10	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Electronic Arts Inc.	08/11/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's three-year average burn rate is excessive. * The plan allows for company loans to officers for the exercise of stock options.

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Electronic Arts Inc.	08/11/2022	Management	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meetings to 15%	For	For	For	For	A vote FOR this proposal is warranted as a reduction in the ownership threshold for shareholders to call a special meeting would represent an improvement to the current right.
Electronic Arts Inc.	08/11/2022	Shareholder	13	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this proposal is warranted given that the request applies only to future severance arrangements, the current agreements will not be affected, the request offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting, and it is positive for shareholders to have the ability to vote on severance amounts that exceed market norms.
FactSet Research Systems Inc.	12/15/2022	Management	1	Yes	Elect Director James J. McGonigle	For	For	Against	Against	Votes AGAINST James McGonigle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
FactSet Research Systems Inc.	12/15/2022	Management	2	Yes	Elect Director F. Philip Snow	For	For	For	For	Votes AGAINST James McGonigle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
FactSet Research Systems Inc.	12/15/2022	Management	3	Yes	Elect Director Maria Teresa Tejada	For	For	For	For	Votes AGAINST James McGonigle are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining nominees is warranted.
FactSet Research Systems Inc.	12/15/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FactSet Research Systems Inc.	12/15/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective financial performance and half of equity grants are targeted to be conditioned on long-term financial performance metrics.
FactSet Research Systems Inc.	12/15/2022	Management	6	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it would enhance board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
FactSet Research Systems Inc.	12/15/2022	Management	7	Yes	Amend Certificate of Incorporation to Eliminate Certain Business Combination Restrictions	For	For	For	For	A vote FOR this proposal is warranted. The amendment will simplify the company's governing documents while materially loosening the company's business combination restrictions, and would be consistent with the current governance practices of other S&P500 companies.
FactSet Research Systems Inc.	12/15/2022	Management	8	Yes	Adopt the Jurisdiction of Incorporation as the Exclusive Forum for Certain Disputes	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such cannot be supported under Public Fund Advisory Services policy.
FactSet Research Systems Inc.	12/15/2022	Management	9	Yes	Amend Certificate of Incorporation to Add Federal Forum Selection Provision	For	For	Against	Against	A vote AGAINST this proposal is warranted as exclusive forum provisions have the potential to deprive shareholders of the flexibility to choose the forum in which to file claims and as such does not warrant support.
FactSet Research Systems Inc.	12/15/2022	Management	10	Yes	Amend Certificate of Incorporation to Remove Creditor Compromise Provision	For	For	For	For	A vote FOR this proposal is warranted. The proposed amendment will simplify the company's certificate of incorporation while not having a material negative impact on shareholder rights or abilities.
FactSet Research Systems Inc.	12/15/2022	Management	11	Yes	Amend Certificate of Incorporation to Clarify, Streamline and Modernize the Certificate of Incorporation	For	For	For	For	A vote FOR this proposal is warranted. The proposed changes are primarily administrative in nature and will not have a material impact on the rights or abilities of shareholders.

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FedEx Corporation	09/19/2022	Management	1	Yes	Elect Director Marvin R. Ellison	For	For	For	For	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	2	Yes	Elect Director Stephen E. Gorman	For	For	For	For	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	3	Yes	Elect Director Susan Patricia Griffith	For	For	For	For	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	4	Yes	Elect Director Kimberly A. Jabal	For	For	For	For	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	5	Yes	Elect Director Amy B. Lane	For	For	For	For	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	6	Yes	Elect Director R. Brad Martin	For	For	Against	Against	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	7	Yes	Elect Director Nancy A. Norton	For	For	For	For	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	8	Yes	Elect Director Frederick P. Perpall	For	For	For	For	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	9	Yes	Elect Director Joshua Cooper Ramo	For	For	For	For	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	10	Yes	Elect Director Susan C. Schwab	For	For	Against	Against	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	11	Yes	Elect Director Frederick W. Smith	For	For	For	For	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	12	Yes	Elect Director David P. Steiner	For	For	Against	Against	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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FedEx Corporation	09/19/2022	Management	13	Yes	Elect Director Rajesh Subramaniam	For	For	For	For	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	14	Yes	Elect Director V. James Vena	For	For	For	For	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	15	Yes	Elect Director Paul S. Walsh	For	For	Against	Against	Votes AGAINST David Steiner, R. Brad (Brad) Martin, Susan Schwab and Paul Walsh are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
FedEx Corporation	09/19/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. The company provided an inordinate amount of perquisite compensation to the former CEO. Furthermore, there are ongoing concerns regarding the majority time-based LTI awards, the use of tax reimbursement for restricted stock awards, and single-trigger vesting of equity upon a change in control.
FedEx Corporation	09/19/2022	Management	17	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
FedEx Corporation	09/19/2022	Management	18	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan allows for single-trigger vesting of awards in the event of a change-in-control.
FedEx Corporation	09/19/2022	Shareholder	19	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
FedEx Corporation	09/19/2022	Shareholder	20	Yes	Report on Alignment Between Company Values and Electioneering Contributions	Against	For	For	For	A vote FOR this proposal is warranted, as a congruency analysis between FedEx's political contributions spending and its stated values would enable shareholders to better evaluate how well the company is assessing and mitigating risks to its reputation, brand, and shareholder value.
FedEx Corporation	09/19/2022	Shareholder	21	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this resolution is warranted, as additional information on the company's lobbying expenditures would give shareholders a better understanding of the company's management of its lobbying activities and any related risks and benefits.
FedEx Corporation	09/19/2022	Shareholder	22	Yes	Report on Racism in Corporate Culture	Against	Against	For	For	A vote FOR this resolution is warranted, as a racial equity audit of the company's policies and practices would benefit shareholders by providing them additional means to assess the effectiveness of the company's diversity and inclusion initiatives.
FedEx Corporation	09/19/2022	Shareholder	23	Yes	Report on Climate Lobbying	Against	For	For	For	A vote FOR this resolution is warranted, as an assessment of the alignment between the company's lobbying activities and the goals of the Paris Agreement would give shareholders a better understanding of the company's management of its lobbying activities and any related risks and benefits.
Fox Corporation	11/03/2022	Management	1	Yes	Elect Director K. Rupert Murdoch	For	For	For	For	A vote FOR the director nominees is warranted.
Fox Corporation	11/03/2022	Management	2	Yes	Elect Director Lachlan K. Murdoch	For	For	For	For	A vote FOR the director nominees is warranted.
Fox Corporation	11/03/2022	Management	3	Yes	Elect Director William A. Burck	For	For	For	For	A vote FOR the director nominees is warranted.
Fox Corporation	11/03/2022	Management	4	Yes	Elect Director Chase Carey	For	For	For	For	A vote FOR the director nominees is warranted.
Fox Corporation	11/03/2022	Management	5	Yes	Elect Director Anne Dias	For	For	For	For	A vote FOR the director nominees is warranted.
Fox Corporation	11/03/2022	Management	6	Yes	Elect Director Roland A. Hernandez	For	For	For	For	A vote FOR the director nominees is warranted.
Fox Corporation	11/03/2022	Management	7	Yes	Elect Director Jacques Nasser	For	For	For	For	A vote FOR the director nominees is warranted.
Fox Corporation	11/03/2022	Management	8	Yes	Elect Director Paul D. Ryan	For	For	For	For	A vote FOR the director nominees is warranted.

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Fox Corporation	11/03/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Fox Corporation	11/03/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide an excessive amount for the CEO's home/personal security benefits. Additionally, concerns remain regarding the high base salaries, high pay for the board chair, and lack of forward-looking performance targets underlying the PSU awards.
Fox Corporation	11/03/2022	Management	11	Yes	Amend Articles of Incorporation To Provide for Exculpation Provision	For	For	For	For	A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.
Fox Corporation	11/03/2022	Shareholder	12	Yes	Report on Lobbying Payments and Policy	Against	Against	For	For	A vote FOR this resolution is warranted, as a more comprehensive disclosure of the company's lobbying expenses and trade association memberships, payments, and oversight mechanisms would allow shareholders to better assess the company's management of its lobbying activities and any related risks and benefits.
General Mills, Inc.	09/27/2022	Management	1	Yes	Elect Director R. Kerry Clark	For	For	Against	Against	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/27/2022	Management	2	Yes	Elect Director David M. Cordani	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/27/2022	Management	3	Yes	Elect Director C. Kim Goodwin	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/27/2022	Management	4	Yes	Elect Director Jeffrey L. Harmening	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/27/2022	Management	5	Yes	Elect Director Maria G. Henry	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/27/2022	Management	6	Yes	Elect Director Jo Ann Jenkins	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/27/2022	Management	7	Yes	Elect Director Elizabeth C. Lempres	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/27/2022	Management	8	Yes	Elect Director Diane L. Neal	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/27/2022	Management	9	Yes	Elect Director Steve Odland	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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General Mills, Inc.	09/27/2022	Management	10	Yes	Elect Director Maria A. Sastre	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/27/2022	Management	11	Yes	Elect Director Eric D. Sprunk	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/27/2022	Management	12	Yes	Elect Director Jorge A. Uribe	For	For	For	For	Votes AGAINST R. Kerry Clark are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
General Mills, Inc.	09/27/2022	Management	13	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 8.46 percent is acceptable.
General Mills, Inc.	09/27/2022	Management	14	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily performance-based and long-term incentives utilize a multi-year performance period.
General Mills, Inc.	09/27/2022	Management	15	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
General Mills, Inc.	09/27/2022	Shareholder	16	Yes	Require Independent Board Chair	Against	Against	For	For	Two major components at the top of every public company are the running of the board, and the executive responsibilities of running of the company's business. There should be a clear division between the head of the company, and the chair of the board. When there is no clear division of independence between the executive and board branches of a company, poor executive and/or board actions often go unchecked to the ultimate detriment of shareholders. A vote FOR this proposal is warranted as it seeks the adoption of a policy that requires the board's chairman to be an independent director.
General Mills, Inc.	09/27/2022	Shareholder	17	Yes	Report on Absolute Plastic Packaging Use Reduction	Against	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to its use of plastic packaging.
GLOBALFOUNDRIES Inc.	07/25/2022	Management	1	Yes	Elect Director Thomas Caulfield	For	For	For	For	WITHHOLD votes for Ahmed Al Kaleeli and Timothy (Tim) Breen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GLOBALFOUNDRIES Inc.	07/25/2022	Management	2	Yes	Elect Director Ahmed Saeed Al Calily	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ahmed Al Kaleeli and Timothy (Tim) Breen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GLOBALFOUNDRIES Inc.	07/25/2022	Management	3	Yes	Elect Director Tim Breen	For	Withhold	Withhold	Withhold	WITHHOLD votes for Ahmed Al Kaleeli and Timothy (Tim) Breen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GLOBALFOUNDRIES Inc.	07/25/2022	Management	4	Yes	Elect Director Glenda Dorchak	For	For	For	For	WITHHOLD votes for Ahmed Al Kaleeli and Timothy (Tim) Breen are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
GLOBALFOUNDRIES Inc.	07/25/2022	Management	5	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.



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Guidewire Software, Inc.	12/20/2022	Management	1	Yes	Elect Director Marcus S. Ryu	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	2	Yes	Elect Director Paul Lavin	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	3	Yes	Elect Director Mike Rosenbaum	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	4	Yes	Elect Director David S. Bauer	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	5	Yes	Elect Director Margaret Dillon	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	6	Yes	Elect Director Michael C. Keller	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	7	Yes	Elect Director Catherine P. Lego	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	8	Yes	Elect Director Rajani Ramanathan	For	For	For	For	A vote FOR the director nominees is warranted.
Guidewire Software, Inc.	12/20/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Guidewire Software, Inc.	12/20/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were primarily determined by pre-set objective metrics, and half of PRSUs are measured over a multi-year period with forward-looking target goals disclosed. However, some concerns are noted as the remaining performance-based shares utilize an overlapping, one-year metric with the annual incentive plan and the CEO's grant value increased, without compelling rationale.
Guidewire Software, Inc.	12/20/2022	Management	11	Yes	Provide Right to Call Special Meeting	For	For	For	For	Currently, the company does not provide shareholders with the ability to call special meetings. Hence, a vote FOR this proposal is warranted as it represents an enhancement to shareholder's rights.
Guidewire Software, Inc.	12/20/2022	Management	12	Yes	Amend Certificate of Incorporation to Permit the Exculpation of Officers	For	For	For	For	A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.
Guidewire Software, Inc.	12/20/2022	Management	13	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 8.16 percent is acceptable.
H&R Block, Inc.	11/04/2022	Management	1	Yes	Elect Director Sean H. Cohan	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	2	Yes	Elect Director Robert A. Gerard	For	For	Against	Against	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	3	Yes	Elect Director Anuradha (Anu) Gupta	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	4	Yes	Elect Director Richard A. Johnson	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	5	Yes	Elect Director Jeffrey J. Jones, II	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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H&R Block, Inc.	11/04/2022	Management	6	Yes	Elect Director Mia F. Mends	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	7	Yes	Elect Director Yolande G. Piazza	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	8	Yes	Elect Director Victoria J. Reich	For	For	Against	Against	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	9	Yes	Elect Director Matthew E. Winter	For	For	For	For	Votes AGAINST Robert Gerard and Victoria Reich are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
H&R Block, Inc.	11/04/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
H&R Block, Inc.	11/04/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Healthcare Trust of America, Inc.	07/15/2022	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	Notwithstanding the market's negative reaction to the transaction's announcement, the underperformance of HR shares relative to the benchmark index, and that the value of the consideration is below HTA's 52-week high, the proposed merger offers HTA shareholders a double-digit premium to the median historical implied exchange ratio, in addition to 60 percent ownership of the combined company's cost savings, benefits of scale, and benefits of enhanced leasing volume. The consideration includes cash, which provides certainty of value, as well as stock, which allows participation in the upside potential of the combined company. A vote FOR the transaction is therefore warranted.
Healthcare Trust of America, Inc.	07/15/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Outstanding equity awards are subject to automatic acceleration in full in connection with the merger, including recently granted performance shares. In addition, NEO Amanda Houghton is entitled to a \$2.2 million single-trigger cash transaction bonus.
Healthcare Trust of America, Inc.	07/15/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR this agenda item is warranted as the underlying transaction warrants support.
Jack Henry & Associates, Inc.	11/15/2022	Management	1	Yes	Elect Director David B. Foss	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/15/2022	Management	2	Yes	Elect Director Matthew C. Flanigan	For	For	Withhold	Withhold	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/15/2022	Management	3	Yes	Elect Director Thomas H. Wilson, Jr.	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/15/2022	Management	4	Yes	Elect Director Jacque R. Fiegel	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Jack Henry & Associates, Inc.	11/15/2022	Management	5	Yes	Elect Director Thomas A. Wimsett	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/15/2022	Management	6	Yes	Elect Director Laura G. Kelly	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/15/2022	Management	7	Yes	Elect Director Shruti S. Miyashiro	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/15/2022	Management	8	Yes	Elect Director Wesley A. Brown	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/15/2022	Management	9	Yes	Elect Director Curtis A. Campbell	For	For	For	For	WITHHOLD votes for Matthew Flanigan are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Jack Henry & Associates, Inc.	11/15/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay is reasonably aligned with performance for the year under review.
Jack Henry & Associates, Inc.	11/15/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Jazz Pharmaceuticals plc	07/28/2022	Management	1	Yes	Elect Director Jennifer E. Cook	For	For	For	For	A vote FOR all director nominees is warranted.
Jazz Pharmaceuticals plc	07/28/2022	Management	2	Yes	Elect Director Patrick G. Enright	For	For	For	For	A vote FOR all director nominees is warranted.
Jazz Pharmaceuticals plc	07/28/2022	Management	3	Yes	Elect Director Seamus Mulligan	For	For	For	For	A vote FOR all director nominees is warranted.
Jazz Pharmaceuticals plc	07/28/2022	Management	4	Yes	Elect Director Norbert G. Riedel	For	For	For	For	A vote FOR all director nominees is warranted.
Jazz Pharmaceuticals plc	07/28/2022	Management	5	Yes	Approve KPMG, Dublin as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Jazz Pharmaceuticals plc	07/28/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Jazz Pharmaceuticals plc	07/28/2022	Management	7	Yes	Authorise Issue of Equity without Pre-emptive Rights	For	Against	Against	Against	A vote AGAINST this resolution is warranted, with caution. Although the proposed amount exceeds the recommended limit of 10 percent of issued share capital, shareholders may wish to take into account that the company is listed solely in the United States, and that the limits under the company's proposal correspond to the magnitude of share issuances that do not generally require shareholder approval under Nasdaq listing rules.
Jazz Pharmaceuticals plc	07/28/2022	Management	8	Yes	Adjourn Meeting	For	Against	Against	Against	A vote AGAINST this proposal is warranted, with caution, given that support for Item 4 is not warranted.

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KLA Corporation	11/02/2022	Management	1	Yes	Elect Director Robert Calderoni	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Calderoni, Richard (Rick) Wallace, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board. Votes AGAINST Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Robert Calderoni and Kevin Kennedy are further warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/02/2022	Management	2	Yes	Elect Director Jeneanne Hanley	For	For	For	For	Votes AGAINST non-independent nominees Robert Calderoni, Richard (Rick) Wallace, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board. Votes AGAINST Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Robert Calderoni and Kevin Kennedy are further warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/02/2022	Management	3	Yes	Elect Director Emiko Higashi	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Calderoni, Richard (Rick) Wallace, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board. Votes AGAINST Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Robert Calderoni and Kevin Kennedy are further warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/02/2022	Management	4	Yes	Elect Director Kevin Kennedy	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Calderoni, Richard (Rick) Wallace, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board. Votes AGAINST Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Robert Calderoni and Kevin Kennedy are further warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/02/2022	Management	5	Yes	Elect Director Gary Moore	For	For	For	For	Votes AGAINST non-independent nominees Robert Calderoni, Richard (Rick) Wallace, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board. Votes AGAINST Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Robert Calderoni and Kevin Kennedy are further warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.

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KLA Corporation	11/02/2022	Management	6	Yes	Elect Director Marie Myers	For	For	For	For	Votes AGAINST non-independent nominees Robert Calderoni, Richard (Rick) Wallace, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board. Votes AGAINST Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Robert Calderoni and Kevin Kennedy are further warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/02/2022	Management	7	Yes	Elect Director Kiran Patel	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Calderoni, Richard (Rick) Wallace, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board. Votes AGAINST Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Robert Calderoni and Kevin Kennedy are further warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/02/2022	Management	8	Yes	Elect Director Victor Peng	For	For	For	For	Votes AGAINST non-independent nominees Robert Calderoni, Richard (Rick) Wallace, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board. Votes AGAINST Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Robert Calderoni and Kevin Kennedy are further warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/02/2022	Management	9	Yes	Elect Director Robert Rango	For	For	For	For	Votes AGAINST non-independent nominees Robert Calderoni, Richard (Rick) Wallace, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board. Votes AGAINST Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Robert Calderoni and Kevin Kennedy are further warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.
KLA Corporation	11/02/2022	Management	10	Yes	Elect Director Richard Wallace	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Calderoni, Richard (Rick) Wallace, Emiko Higashi, Kevin Kennedy and Kiran Patel are warranted for lack of a majority independent board. Votes AGAINST Robert Calderoni, Emiko Higashi, Kevin Kennedy and Kiran Patel are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Robert Calderoni and Kevin Kennedy are further warranted for serving on more than two public boards while serving as CEOs of outside companies. A vote FOR the remaining director nominees is warranted.

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KLA Corporation	11/02/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
KLA Corporation	11/02/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned for the year in review. Annual incentive awards are based on objective pre-set metrics, and the majority of equity awards are conditioned on a long-term relative financial performance metric which targets above median performance.
KLA Corporation	11/02/2022	Shareholder	13	Yes	Report on GHG Emissions Reduction Targets Aligned with the Paris Agreement Goal	Against	For	For	For	A vote FOR this proposal is warranted, as additional information on the company's efforts to reduce its carbon footprint and align its operations with Paris Agreement goals would allow investors to better understand how the company is managing its transition to a low carbon economy and climate change related risks.
Kyndryl Holdings, Inc.	07/28/2022	Management	1	Yes	Elect Director Janina Kugel	For	For	For	For	A vote FOR all director nominees is warranted.
Kyndryl Holdings, Inc.	07/28/2022	Management	2	Yes	Elect Director Denis Machuel	For	For	For	For	A vote FOR all director nominees is warranted.
Kyndryl Holdings, Inc.	07/28/2022	Management	3	Yes	Elect Director Rahul N. Merchant	For	For	For	For	A vote FOR all director nominees is warranted.
Kyndryl Holdings, Inc.	07/28/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although NEOs were granted significant one-time equity awards during the past year, the awards were in connection with the company's spin-off from IBM in November 2021 and are not expected to be recurring.
Kyndryl Holdings, Inc.	07/28/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Kyndryl Holdings, Inc.	07/28/2022	Management	6	Yes	Amend Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted given that the overall terms of the proposed plan are reasonable.
Kyndryl Holdings, Inc.	07/28/2022	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as none of the fees paid to the auditor are for non-audit purposes.
Lam Research Corporation	11/08/2022	Management	1	Yes	Elect Director Sohail U. Ahmed	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/08/2022	Management	2	Yes	Elect Director Timothy M. Archer	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/08/2022	Management	3	Yes	Elect Director Eric K. Brandt	For	For	Against	Against	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/08/2022	Management	4	Yes	Elect Director Michael R. Cannon	For	For	Against	Against	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/08/2022	Management	5	Yes	Elect Director Bethany J. Mayer	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Lam Research Corporation	11/08/2022	Management	6	Yes	Elect Director Jyoti K. Mehra	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/08/2022	Management	7	Yes	Elect Director Abhijit Y. Talwalkar	For	For	Against	Against	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/08/2022	Management	8	Yes	Elect Director Lih Shyng (Rick L.) Tsai	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/08/2022	Management	9	Yes	Elect Director Leslie F. Varon	For	For	For	For	Votes AGAINST Abhijit (Abhi) Talwalkar, Eric Brandt and Michael (Mike) Cannon are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Lam Research Corporation	11/08/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay is reasonably in line with performance for the period under review. Long-term incentive awards are majority performance based and utilize a multi-year performance period. Some concerns are identified; however, as half of the annual incentive is earned based on individual performance, while the committee has multiple opportunities to exercise discretion when determining award parameters and payouts.
Lam Research Corporation	11/08/2022	Management	11	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Lamb Weston Holdings, Inc.	09/29/2022	Management	1	Yes	Elect Director Peter J. Bensen	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/29/2022	Management	2	Yes	Elect Director Charles A. Blixt	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/29/2022	Management	3	Yes	Elect Director Robert J. Coviello	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/29/2022	Management	4	Yes	Elect Director Andre J. Hawaux	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/29/2022	Management	5	Yes	Elect Director W.G. Jurgensen	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/29/2022	Management	6	Yes	Elect Director Thomas P. Maurer	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/29/2022	Management	7	Yes	Elect Director Hala G. Modellmog	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/29/2022	Management	8	Yes	Elect Director Robert A. Niblock	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/29/2022	Management	9	Yes	Elect Director Maria Renna Sharpe	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/29/2022	Management	10	Yes	Elect Director Thomas P. Werner	For	For	For	For	A vote FOR all director nominees is warranted.
Lamb Weston Holdings, Inc.	09/29/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards remain based entirely on objective financial performance and the majority of equity awards are performance-conditioned. Additionally, the company will return to using a three-year performance period for its PSA equity awards next year.



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Lamb Weston Holdings, Inc.	09/29/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Mandiant, Inc.	07/07/2022	Management	1	Yes	Elect Director Kevin R. Mandia	For	For	Against	Against	Votes AGAINST incumbent director nominees Enrique Salem and Kevin Mandia are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.
Mandiant, Inc.	07/07/2022	Management	2	Yes	Elect Director Enrique Salem	For	For	Against	Against	Votes AGAINST incumbent director nominees Enrique Salem and Kevin Mandia are warranted due to the board's unilateral adoption of an exclusive forum bylaw that restricts shareholder litigation arising under state corporate law to a single local court.
Mandiant, Inc.	07/07/2022	Management	3	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Mandiant, Inc.	07/07/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual-cycle equity awards are half performance-based, the majority of the grants use annual performance periods. Investors generally prefer for a majority of equity to be based on multi-year performance goals. Further, for FY21 grants, the annual performance period was further shortened due to the sale of a business. While adjusting metrics upon a significant sale is not unusual, in this case, this resulted in a portion of long-term incentives vesting above target based on performance over a relatively short timeframe. Lastly, the COO received an outsized new hire equity award, resulting in him being the most highly compensated NEO.
Mandiant, Inc.	07/07/2022	Management	5	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
McKesson Corporation	07/22/2022	Management	1	Yes	Elect Director Richard H. Carmona	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/22/2022	Management	2	Yes	Elect Director Dominic J. Caruso	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/22/2022	Management	3	Yes	Elect Director W. Roy Dunbar	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/22/2022	Management	4	Yes	Elect Director James H. Hinton	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/22/2022	Management	5	Yes	Elect Director Donald R. Knauss	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/22/2022	Management	6	Yes	Elect Director Bradley E. Lerman	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/22/2022	Management	7	Yes	Elect Director Linda P. Mantia	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/22/2022	Management	8	Yes	Elect Director Maria Martinez	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/22/2022	Management	9	Yes	Elect Director Susan R. Salka	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/22/2022	Management	10	Yes	Elect Director Brian S. Tyler	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/22/2022	Management	11	Yes	Elect Director Kathleen Wilson-Thompson	For	For	For	For	A vote FOR all director nominees is warranted.
McKesson Corporation	07/22/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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McKesson Corporation	07/22/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided related tax reimbursement to several executives' relocation expense perquisites, and a large amount of financial planning perquisites to the CEO.
McKesson Corporation	07/22/2022	Management	14	Yes	Approve Omnibus Stock Plan	For	For	For	For	A vote FOR this proposal is warranted because the company's potential Voting Power Dilution (VPD) for all incentive plans of 5.05 percent is acceptable.
McKesson Corporation	07/22/2022	Management	15	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
McKesson Corporation	07/22/2022	Shareholder	16	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted given that the lower ownership threshold would enhance shareholders' rights, while the company's size and the composition of its shareholder base mitigate concerns about potential abuse of the right.
McKesson Corporation	07/22/2022	Shareholder	17	Yes	Adopt Policy on 10b5-1 Plans	Against	For	For	For	A vote FOR the proposal is warranted. The proposed safeguards would improve the principles of the 10b5-1 plans established by the company's officers and directors, and are not considered overly burdensome.
Medtronic Plc	12/08/2022	Management	1	Yes	Elect Director Richard H. Anderson	For	For	Against	Against	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic Plc	12/08/2022	Management	2	Yes	Elect Director Craig Arnold	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic Plc	12/08/2022	Management	3	Yes	Elect Director Scott C. Donnelly	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic Plc	12/08/2022	Management	4	Yes	Elect Director Lidia L. Fonseca	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic Plc	12/08/2022	Management	5	Yes	Elect Director Andrea J. Goldsmith	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic Plc	12/08/2022	Management	6	Yes	Elect Director Randall J. Hogan, III	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic Plc	12/08/2022	Management	7	Yes	Elect Director Kevin E. Lofton	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Medtronic Plc	12/08/2022	Management	8	Yes	Elect Director Geoffrey S. Martha	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic Plc	12/08/2022	Management	9	Yes	Elect Director Elizabeth G. Nabel	For	For	For	For	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic Plc	12/08/2022	Management	10	Yes	Elect Director Denise M. O'Leary	For	For	Against	Against	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic Plc	12/08/2022	Management	11	Yes	Elect Director Kendall J. Powell	For	For	Against	Against	Votes AGAINST Richard Anderson, Denise O'Leary and Kendall Powell are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Medtronic Plc	12/08/2022	Management	12	Yes	Approve PricewaterhouseCoopers LLP as Auditors and Authorize Board to Fix Their Remuneration	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Medtronic Plc	12/08/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.
Medtronic Plc	12/08/2022	Management	14	Yes	Renew the Board's Authority to Issue Shares Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Medtronic Plc	12/08/2022	Management	15	Yes	Renew the Board's Authority to Opt-Out of Statutory Pre-Emptions Rights Under Irish Law	For	For	For	For	A vote FOR these resolutions is warranted because the proposed amounts and durations are within recommended limits.
Medtronic Plc	12/08/2022	Management	16	Yes	Authorize Overseas Market Purchases of Ordinary Shares	For	For	For	For	A vote FOR this proposal is warranted, as the amount and duration are within recommended limits.
Mercury Systems, Inc.	10/26/2022	Management	1	Yes	Elect Director William L. Ballhaus	For	For	For	For	A vote FOR all director nominees is warranted.
Mercury Systems, Inc.	10/26/2022	Management	2	Yes	Elect Director Lisa S. Disbrow	For	For	For	For	A vote FOR all director nominees is warranted.
Mercury Systems, Inc.	10/26/2022	Management	3	Yes	Elect Director Howard L. Lance	For	For	For	For	A vote FOR all director nominees is warranted.
Mercury Systems, Inc.	10/26/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO pay was elevated for the year in review, as the company granted FY23 equity awards and additional retention grants. The awards were half time-vesting and the performance-based portion shared the same performance period and goals as the annual equity grants. Lastly, target vesting for median performance is not viewed as a rigorous performance goal, particularly given the aggregate magnitude of the equity grants.
Mercury Systems, Inc.	10/26/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's three-year average burn rate is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards. * The plan allows for single-trigger vesting of awards in the event of a change-in-control.
Mercury Systems, Inc.	10/26/2022	Management	6	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Mercury Systems, Inc.	10/26/2022	Management	7	Yes	Other Business	For	Against	Against	Against	A vote AGAINST this proposal is warranted, as proposals which are detrimental to shareholder value may arise without shareholders having the opportunity to make a fully informed vote on the issue.
Microchip Technology Incorporated	08/23/2022	Management	1	Yes	Elect Director Matthew W. Chapman	For	For	Against	Against	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board. Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	08/23/2022	Management	2	Yes	Elect Director Esther L. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board. Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	08/23/2022	Management	3	Yes	Elect Director Karlton D. Johnson	For	For	For	For	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board. Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	08/23/2022	Management	4	Yes	Elect Director Wade F. Meyercord	For	For	Against	Against	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board. Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	08/23/2022	Management	5	Yes	Elect Director Ganesh Moorthy	For	For	Against	Against	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board. Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	08/23/2022	Management	6	Yes	Elect Director Karen M. Rapp	For	For	For	For	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board. Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Microchip Technology Incorporated	08/23/2022	Management	7	Yes	Elect Director Steve Sanghi	For	For	Against	Against	Votes AGAINST non-independent nominees Steve Sanghi, Ganesh Moorthy, Matthew Chapman and Wade Meyercord are warranted for lack of a majority independent board. Votes AGAINST Matthew Chapman and Wade Meyercord are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Microchip Technology Incorporated	08/23/2022	Management	8	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Microchip Technology Incorporated	08/23/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.
Microsoft Corporation	12/13/2022	Management	1	Yes	Elect Director Reid G. Hoffman	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/13/2022	Management	2	Yes	Elect Director Hugh F. Johnston	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/13/2022	Management	3	Yes	Elect Director Teri L. List	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/13/2022	Management	4	Yes	Elect Director Satya Nadella	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/13/2022	Management	5	Yes	Elect Director Sandra E. Peterson	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/13/2022	Management	6	Yes	Elect Director Penny S. Pritzker	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/13/2022	Management	7	Yes	Elect Director Carlos A. Rodriguez	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/13/2022	Management	8	Yes	Elect Director Charles W. Scharf	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/13/2022	Management	9	Yes	Elect Director John W. Stanton	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/13/2022	Management	10	Yes	Elect Director John W. Thompson	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/13/2022	Management	11	Yes	Elect Director Emma N. Walmsley	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/13/2022	Management	12	Yes	Elect Director Padmasree Warrior	For	For	For	For	A vote FOR the director nominees is warranted.
Microsoft Corporation	12/13/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives were primarily based on objective criteria and the CEO's long-term awards were entirely performance-conditioned. However, the CEO's base salary and STI payout opportunities remained relatively large and long-term incentives rely primarily on annual performance periods, which compensation decisions warrant continued monitoring.
Microsoft Corporation	12/13/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Microsoft Corporation	12/13/2022	Shareholder	15	Yes	Report on Cost/Benefit Analysis of Diversity and Inclusion	Against	Against	Against	Against	A vote AGAINST this proposal is warranted, as it is not standard industry practice for a company to disclose a detailed cost-benefit analysis of its diversity and inclusion efforts, and Microsoft already provides shareholders with sufficient information to assess its diversity and inclusion efforts.
Microsoft Corporation	12/13/2022	Shareholder	16	Yes	Report on Hiring of Persons with Arrest or Incarceration Records	Against	Against	For	For	A vote FOR this proposal is warranted because additional information could help shareholders better understand how the company is assessing and managing the progress of its various diversity and inclusion initiatives as they relate to fair chance employment practices.
Microsoft Corporation	12/13/2022	Shareholder	17	Yes	Assess and Report on the Company's Retirement Funds' Management of Systemic Climate Risk	Against	Against	For	For	A vote FOR this resolution is warranted. While the company may not be responsible for its employees' investment decisions, the information requested in the report would not only complement and enhance its existing commitments regarding climate change, but also allow shareholders to better evaluate the company's strategies and management of related risks.
Microsoft Corporation	12/13/2022	Shareholder	18	Yes	Report on Government Use of Microsoft Technology	Against	Against	For	For	A vote FOR this proposal is warranted as additional disclosure of the company's policies, procedures and oversight mechanisms would benefit shareholders by providing greater insight into how it is managing and mitigating cyber risks and oversight related to government use of its technology.

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Microsoft Corporation	12/13/2022	Shareholder	19	Yes	Report on Development of Products for Military	Against	Against	For	For	A vote FOR this resolution is warranted as shareholders would benefit from additional information on the company's product principles, due diligence, and oversight related to government use of its technology, by allowing them to better understand the company's management and oversight of risks related to its production and development of military products.
Microsoft Corporation	12/13/2022	Shareholder	20	Yes	Report on Tax Transparency	Against	Against	For	For	A vote FOR this proposal is warranted as the proposed GRI Tax Standard would enhance the company's transparency in communicating its tax practices to investors globally.
NetApp, Inc.	09/09/2022	Management	1	Yes	Elect Director T. Michael Nevens	For	For	Against	Against	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR Kathryn Hill is warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/09/2022	Management	2	Yes	Elect Director Deepak Ahuja	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR Kathryn Hill is warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/09/2022	Management	3	Yes	Elect Director Gerald Held	For	For	Against	Against	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR Kathryn Hill is warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/09/2022	Management	4	Yes	Elect Director Kathryn M. Hill	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR Kathryn Hill is warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/09/2022	Management	5	Yes	Elect Director Deborah L. Kerr	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR Kathryn Hill is warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/09/2022	Management	6	Yes	Elect Director George Kurian	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR Kathryn Hill is warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/09/2022	Management	7	Yes	Elect Director Carrie Palin	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR Kathryn Hill is warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.

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NetApp, Inc.	09/09/2022	Management	8	Yes	Elect Director Scott F. Schenkel	For	For	For	For	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR Kathryn Hill is warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/09/2022	Management	9	Yes	Elect Director George T. Shaheen	For	For	Against	Against	Votes AGAINST Thomas Michael Nevens, Gerald Held and George Shaheen are warranted for serving as non-independent members of a key board committee. A vote FOR Kathryn Hill is warranted, with caution, for insufficient disclosure of details following majority support received for a shareholder proposal. A vote FOR the remaining director nominees is warranted.
NetApp, Inc.	09/09/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily based on objective performance metrics, and the long-term incentives utilize a multi-year performance period. However, the award targets median relative performance and lacks a payout cap for negative absolute TSR performance.
NetApp, Inc.	09/09/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NetApp, Inc.	09/09/2022	Shareholder	12	Yes	Reduce Ownership Threshold for Shareholders to Call Special Meeting	Against	For	For	For	A vote FOR this proposal is warranted. Lowering the ownership threshold from 25 percent to 10 percent would improve shareholders' ability to use the special meeting right.
New Relic, Inc.	08/17/2022	Management	1	Yes	Elect Director Hope Cochran	For	For	For	For	WITHHOLD votes for Governance Committee member Anne DelSanto are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee chair Anne DelSanto are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/17/2022	Management	2	Yes	Elect Director Anne DelSanto	For	Withhold	Withhold	Withhold	WITHHOLD votes for Governance Committee member Anne DelSanto are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee chair Anne DelSanto are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/17/2022	Management	3	Yes	Elect Director Susan D. Arthur	For	For	For	For	WITHHOLD votes for Governance Committee member Anne DelSanto are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee chair Anne DelSanto are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.



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New Relic, Inc.	08/17/2022	Management	4	Yes	Elect Director Pali Bhat	For	For	For	For	WITHHOLD votes for Governance Committee member Anne DelSanto are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee chair Anne DelSanto are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/17/2022	Management	5	Yes	Elect Director Caroline Watteeuw Carlisle	For	For	For	For	WITHHOLD votes for Governance Committee member Anne DelSanto are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee chair Anne DelSanto are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/17/2022	Management	6	Yes	Elect Director Kevin Galligan	For	For	For	For	WITHHOLD votes for Governance Committee member Anne DelSanto are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee chair Anne DelSanto are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/17/2022	Management	7	Yes	Elect Director William Staples	For	For	For	For	WITHHOLD votes for Governance Committee member Anne DelSanto are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents which adversely impacts shareholder rights. WITHHOLD votes for Governance Committee chair Anne DelSanto are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
New Relic, Inc.	08/17/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.
New Relic, Inc.	08/17/2022	Management	9	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
New Relic, Inc.	08/17/2022	Management	10	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
News Corporation	11/15/2022	Management	1	Yes	Elect Director K. Rupert Murdoch	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
News Corporation	11/15/2022	Management	2	Yes	Elect Director Lachlan K. Murdoch	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
News Corporation	11/15/2022	Management	3	Yes	Elect Director Robert J. Thomson	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.

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News Corporation	11/15/2022	Management	4	Yes	Elect Director Kelly Ayotte	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
News Corporation	11/15/2022	Management	5	Yes	Elect Director Jose Maria Aznar	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
News Corporation	11/15/2022	Management	6	Yes	Elect Director Natalie Bancroft	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
News Corporation	11/15/2022	Management	7	Yes	Elect Director Ana Paula Pessoa	For	For	Against	Against	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
News Corporation	11/15/2022	Management	8	Yes	Elect Director Masroor Siddiqui	For	For	For	For	Votes AGAINST Ana Paula Pessoa are warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
News Corporation	11/15/2022	Management	9	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
News Corporation	11/15/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the provision of excessive life insurance perquisite to the CEO. In addition, concerns are raised regarding the use of discretion and limited disclosure regarding incentive awards.
News Corporation	11/15/2022	Shareholder	11	Yes	Report on Lobbying Payments and Policy	Against	For	For	For	A vote FOR this proposal is warranted, as additional disclosure of the company's state level lobbying, indirect lobbying-related expenditures and board oversight mechanisms would help shareholders better assess the risks and benefits associated with the company's participation in the public policy process.
Nielsen Holdings Plc	09/01/2022	Management	1	Yes	Approve Matters Relating to Merger	For	For	For	For	A vote FOR this proposal is warranted. Concerns stemming from the limited sale process, the slight discount to the trailing one-year high closing price, and the shareholder opposition are collectively mitigated by the recent history of transaction-related developments, the valuation, and the downside risk of non-approval.
Nielsen Holdings Plc	09/01/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. While equity awards will be automatically accelerated upon the merger close, cash severance is double trigger and of a reasonable basis. Further, no excise tax gross-ups are payable.
Nielsen Holdings plc	09/01/2022	Management	2	Yes	Approve Scheme of Arrangement	For	For	For	For	A vote FOR this proposal is warranted. Concerns stemming from the limited sale process, the slight discount to the trailing one-year high closing price, and the shareholder opposition are mitigated by the recent history of transaction-related developments, the valuation, and the downside risk of non-approval.
NIKE, Inc.	09/09/2022	Management	1	Yes	Elect Director Alan B. Graf, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Alan Graf Jr. are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NIKE, Inc.	09/09/2022	Management	2	Yes	Elect Director Peter B. Henry	For	For	For	For	WITHHOLD votes for non-independent nominee Alan Graf Jr. are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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NIKE, Inc.	09/09/2022	Management	3	Yes	Elect Director Michelle A. Peluso	For	For	For	For	WITHHOLD votes for non-independent nominee Alan Graf Jr. are warranted for lack of a majority independent board and for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NIKE, Inc.	09/09/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	There are significant concerns identified regarding LTI program structure and STI adjustments for the year in review. For FY22, the committee replaced the long-term cash component of the pay program with PSUs. Due to disclosure requirements, total CEO pay includes closing-cycle long-term cash award payouts and PSUs granted in FY22. Although PSUs are based on clearly disclosed multi-year goals that target outperformance, the relatively small weighting of performance-conditioned long-term incentives remains an ongoing concern. The large majority of FY22 LTI awards lack performance-vesting criteria, and the weighting of time-vesting awards was increased in FY22. While the committee committed to increase the weighting of PSUs to 50 percent, the proxy indicates the weighting of PSUs will increase to this percentage "phased in over multiple years." Such vague language makes it difficult to assess the impact of this commitment or the structure of the LTI program going forward. Given that many investors expect at least 50 percent of long-term incentives to carry rigorous performance-vesting criteria, some investors may expect this transition to occur more rapidly.
NIKE, Inc.	09/09/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NIKE, Inc.	09/09/2022	Management	6	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
NIKE, Inc.	09/09/2022	Shareholder	7	Yes	Adopt a Policy on China Sourcing	Against	Against	For	For	A vote FOR this proposal is warranted as: * Adoption of this proposal would serve to further enhance the company's stated commitment to addressing labor issues, including forced labor, in its supply chain; and * Implementing the proposal could serve to further safeguard shareholder value.
NortonLifeLock Inc.	09/13/2022	Management	1	Yes	Elect Director Susan P. Barsamian	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	09/13/2022	Management	2	Yes	Elect Director Eric K. Brandt	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	09/13/2022	Management	3	Yes	Elect Director Frank E. Dangeard	For	For	Against	Against	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	09/13/2022	Management	4	Yes	Elect Director Nora M. Denzel	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	09/13/2022	Management	5	Yes	Elect Director Peter A. Feld	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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NortonLifeLock Inc.	09/13/2022	Management	6	Yes	Elect Director Emily Heath	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	09/13/2022	Management	7	Yes	Elect Director Vincent Pilette	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	09/13/2022	Management	8	Yes	Elect Director Sherrese M. Smith	For	For	For	For	Votes AGAINST Frank Dangeard are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
NortonLifeLock Inc.	09/13/2022	Management	9	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
NortonLifeLock Inc.	09/13/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance remain reasonably aligned. Annual incentives remain based on objective financial performance metrics, and the majority of the company's equity awards are conditioned on multi-year performance goals.
NortonLifeLock Inc.	09/13/2022	Management	11	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
NortonLifeLock Inc.	09/13/2022	Shareholder	12	Yes	Submit Severance Agreement (Change-in-Control) to Shareholder Vote	Against	For	For	For	A vote FOR this item is warranted given that the proposal applies only to future severance arrangements, the current agreements will not be affected, and the proposal offers flexibility as to when the board may seek shareholder approval of a new or renewed severance arrangement, such as at the next annual meeting.
Nutanix, Inc.	12/09/2022	Management	1	Yes	Declassify the Board of Directors	For	For	For	For	A vote FOR this proposal is warranted as it enhances board accountability to shareholders and demonstrates a commitment to shareholders' interests on the part of management.
Nutanix, Inc.	12/09/2022	Management	2	Yes	Eliminate Supermajority Vote Requirements	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement enhances shareholder rights.
Nutanix, Inc.	12/09/2022	Management	3	Yes	Amend Certificate of Incorporation to Eliminate Inoperative Provisions in Relation to Class B Common Stock and Update Certain Other Miscellaneous Provisions	For	For	For	For	A vote FOR this proposal is warranted as the proposed amendments are housekeeping in nature and would not diminish shareholder rights.
Nutanix, Inc.	12/09/2022	Management	4	Yes	Elect Director David Humphrey	For	For	Against	Against	Votes AGAINST Governance Committee member David Humphrey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Nutanix, Inc.	12/09/2022	Management	5	Yes	Elect Director Rajiv Ramaswami	For	For	For	For	Votes AGAINST Governance Committee member David Humphrey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Nutanix, Inc.	12/09/2022	Management	6	Yes	Elect Director Gayle Sheppard	For	For	For	For	Votes AGAINST Governance Committee member David Humphrey are warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Nutanix, Inc.	12/09/2022	Management	7	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Nutanix, Inc.	12/09/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual incentive metric objectives and actual results are poorly disclosed, and the long-term incentive utilizes a relative TSR metric earned in part based on a one-year performance period with no disclosed cap on payouts should absolute TSR be negative. However, annual incentives are earned entirely based on pre-set corporate objectives, long-term incentives are half performance-based.
Nutanix, Inc.	12/09/2022	Management	9	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Oracle Corporation	11/16/2022	Management	1	Yes	Elect Director Awo Ablo	For	For	For	For	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.
Oracle Corporation	11/16/2022	Management	2	Yes	Elect Director Jeffrey S. Berg	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.

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Oracle Corporation	11/16/2022	Management	3	Yes	Elect Director Michael J. Boskin	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.
Oracle Corporation	11/16/2022	Management	4	Yes	Elect Director Safra A. Catz	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.
Oracle Corporation	11/16/2022	Management	5	Yes	Elect Director Bruce R. Chizen	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.

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Oracle Corporation	11/16/2022	Management	6	Yes	Elect Director George H. Conrades	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.
Oracle Corporation	11/16/2022	Management	7	Yes	Elect Director Lawrence J. Ellison	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.
Oracle Corporation	11/16/2022	Management	8	Yes	Elect Director Rona A. Fairhead	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.



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Oracle Corporation	11/16/2022	Management	9	Yes	Elect Director Jeffrey O. Henley	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.
Oracle Corporation	11/16/2022	Management	10	Yes	Elect Director Renee J. James	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.
Oracle Corporation	11/16/2022	Management	11	Yes	Elect Director Charles W. Moorman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.

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Oracle Corporation	11/16/2022	Management	12	Yes	Elect Director Leon E. Panetta	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.
Oracle Corporation	11/16/2022	Management	13	Yes	Elect Director William G. Parrett	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.
Oracle Corporation	11/16/2022	Management	14	Yes	Elect Director Naomi O. Seligman	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.

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Oracle Corporation	11/16/2022	Management	15	Yes	Elect Director Vishal Sikka	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Lawrence (Larry) Ellison, Safra Catz, Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades, Jeffrey Henley, Renee James, Naomi Seligman and Vishal Sikka are warranted for lack of a majority independent board. WITHHOLD votes for Bruce Chizen, Jeffrey Berg, Michael Boskin, George Conrades and Naomi Seligman are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent Governance Committee members Bruce Chizen, Leon Panetta, William Parrett, and Jeffrey Berg are warranted for the substantial pledging activity and significant concerns regarding risk oversight. WITHHOLD votes for the incumbent members of the board of directors are warranted due to multiple consecutive years of insufficient responsiveness to low say-on-pay vote results. A vote FOR new director nominee Awo Ablo is warranted.
Oracle Corporation	11/16/2022	Management	16	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Following multiple consecutive years of low say-on-pay vote results, the proxy only vaguely disclosed Oracle's engagement efforts with shareholders but does disclose certain concerns heard from shareholders. As in prior years, however, no substantial positive changes nor commitments were made to the pay program to address significant shareholder dissatisfaction. Additionally, concerns remain within the annual pay program, as one NEO's annual bonus was entirely discretionary. In addition, although the annual bonus program for the CEO and Executive Chairman utilizes a pre-set objective growth goal, there is only limited disclosure regarding the year-over-year changes in the target opportunity for that goal. Furthermore, the annual equity grants for two NEOs were entirely in time-vested equity, which is inconsistent with prevailing market practices. While the decision to modify in-progress performance equity grants to the CEO and Executive Chairman was disclosed in last year's proxy, the resulting incremental value disclosed in this year's proxy was also substantial, in excess of \$100 million for each executive's respective award. Lastly, the company continues to provide excessive security perquisite to Chair Ellison.
Oracle Corporation	11/16/2022	Management	17	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Palo Alto Networks, Inc.	12/13/2022	Management	1	Yes	Elect Director Helene D. Gayle	For	For	For	For	Votes AGAINST James (Jim) Goetz are warranted for serving as a non-independent member of a key board committee. A vote FOR Helene D. Gayle is warranted.
Palo Alto Networks, Inc.	12/13/2022	Management	2	Yes	Elect Director James J. Goetz	For	For	Against	Against	Votes AGAINST James (Jim) Goetz are warranted for serving as a non-independent member of a key board committee. A vote FOR Helene D. Gayle is warranted.
Palo Alto Networks, Inc.	12/13/2022	Management	3	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Palo Alto Networks, Inc.	12/13/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO and excessive amount for the CEOs home/personal security benefits. * The company paid an excessive tax gross-up for the CEO's personal use of aircraft. * The total amount of perquisite compensation reported for the CEO is excessive.
Palo Alto Networks, Inc.	12/13/2022	Management	5	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the plan administrator may provide loans to exercise awards.
Parker-Hannifin Corporation	10/26/2022	Management	1	Yes	Elect Director Lee C. Banks	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/26/2022	Management	2	Yes	Elect Director Jillian C. Evanko	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/26/2022	Management	3	Yes	Elect Director Lance M. Fritz	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/26/2022	Management	4	Yes	Elect Director Linda A. Harty	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/26/2022	Management	5	Yes	Elect Director William F. Lacey	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Parker-Hannifin Corporation	10/26/2022	Management	6	Yes	Elect Director Kevin A. Lobo	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/26/2022	Management	7	Yes	Elect Director Joseph Scaminace	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/26/2022	Management	8	Yes	Elect Director Ake Svensson	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/26/2022	Management	9	Yes	Elect Director Laura K. Thompson	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/26/2022	Management	10	Yes	Elect Director James R. Verrier	For	For	For	For	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/26/2022	Management	11	Yes	Elect Director James L. Wainscott	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Parker-Hannifin Corporation	10/26/2022	Management	12	Yes	Elect Director Thomas L. Williams	For	For	Against	Against	Votes AGAINST non-independent nominees Thomas (Tom) Williams, James Wainscott, Lee Banks, Linda Harty, Joseph Scaminace and Ake Svensson are warranted for lack of a majority independent board. Votes AGAINST James Wainscott, Linda Harty, Joseph Scaminace and Ake Svensson are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Parker-Hannifin Corporation	10/26/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change-in-control provision. Equity award arrangements also provide for automatic accelerated vesting upon a change-in-control.
Parker-Hannifin Corporation	10/26/2022	Management	14	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Paychex, Inc.	10/13/2022	Management	1	Yes	Elect Director Martin Mucci	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR Pamela Joseph is warranted.
Paychex, Inc.	10/13/2022	Management	2	Yes	Elect Director Thomas F. Bonadio	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR Pamela Joseph is warranted.
Paychex, Inc.	10/13/2022	Management	3	Yes	Elect Director Joseph G. Doody	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR Pamela Joseph is warranted.

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Paychex, Inc.	10/13/2022	Management	4	Yes	Elect Director David J.S. Flaschen	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR Pamela Joseph is warranted.
Paychex, Inc.	10/13/2022	Management	5	Yes	Elect Director B. Thomas Golisano	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR Pamela Joseph is warranted.
Paychex, Inc.	10/13/2022	Management	6	Yes	Elect Director Pamela A. Joseph	For	For	For	For	Votes AGAINST non-independent nominees Martin (Marty) Mucci, Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR Pamela Joseph is warranted.
Paychex, Inc.	10/13/2022	Management	7	Yes	Elect Director Kevin A. Price	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR Pamela Joseph is warranted.



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Paychex, Inc.	10/13/2022	Management	8	Yes	Elect Director Joseph M. Tucci	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR Pamela Joseph is warranted.
Paychex, Inc.	10/13/2022	Management	9	Yes	Elect Director Joseph M. Velli	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR Pamela Joseph is warranted.
Paychex, Inc.	10/13/2022	Management	10	Yes	Elect Director Kara Wilson	For	For	Against	Against	Votes AGAINST non-independent nominees Martin (Marty) Mucci, Joseph Tucci, Joseph Doody, David Flaschen, B. Thomas Golisano and Joseph (Joe) Velli are warranted for lack of a majority independent board. Votes AGAINST Joseph Tucci, Joseph Doody, David Flaschen and Joseph (Joe) Velli are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Audit Committee members Thomas (Tom) Bonadio, Joseph Doody, David Flaschen, Kevin Price, and Kara Wilson are warranted due to concerns regarding the effectiveness of the Audit Committee's risk oversight function in light of the pledging of a significant amount of the company's common stock. A vote FOR Pamela Joseph is warranted.
Paychex, Inc.	10/13/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. In response to a low say-on-pay vote result, the company engaged with shareholders and disclosed the feedback received in the proxy statement. Though the proxy lacked a firm commitment to not repeat a one-time action disfavored by shareholders, the board took certain positive actions to address some shareholder concerns, including improvements to the pay program. Additionally, pay and performance were reasonably aligned at this time.
Paychex, Inc.	10/13/2022	Management	12	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Paylocity Holding Corporation	12/01/2022	Management	1	Yes	Elect Director Steven R. Beauchamp	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Paylocity Holding Corporation	12/01/2022	Management	2	Yes	Elect Director Virginia G. Breen	For	For	For	For	A vote FOR the proposed director nominees is warranted.

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Paylocity Holding Corporation	12/01/2022	Management	3	Yes	Elect Director Robin L. Pederson	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Paylocity Holding Corporation	12/01/2022	Management	4	Yes	Elect Director Andres D. Reiner	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Paylocity Holding Corporation	12/01/2022	Management	5	Yes	Elect Director Kenneth B. Robinson	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Paylocity Holding Corporation	12/01/2022	Management	6	Yes	Elect Director Ronald V. Waters, III	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Paylocity Holding Corporation	12/01/2022	Management	7	Yes	Elect Director Toby J. Williams	For	For	For	For	A vote FOR the proposed director nominees is warranted.
Paylocity Holding Corporation	12/01/2022	Management	8	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Paylocity Holding Corporation	12/01/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Paylocity Holding Corporation	12/01/2022	Management	10	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Performance Food Group Company	11/16/2022	Management	1	Yes	Elect Director George L. Holm	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/16/2022	Management	2	Yes	Elect Director Manuel A. Fernandez	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/16/2022	Management	3	Yes	Elect Director Barbara J. Beck	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/16/2022	Management	4	Yes	Elect Director William F. Dawson, Jr.	For	For	Against	Against	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/16/2022	Management	5	Yes	Elect Director Laura Flanagan	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/16/2022	Management	6	Yes	Elect Director Matthew C. Flanigan	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/16/2022	Management	7	Yes	Elect Director Kimberly S. Grant	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/16/2022	Management	8	Yes	Elect Director Jeffrey M. Overly	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/16/2022	Management	9	Yes	Elect Director David V. Singer	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/16/2022	Management	10	Yes	Elect Director Randall N. Spratt	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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Performance Food Group Company	11/16/2022	Management	11	Yes	Elect Director Warren M. Thompson	For	For	For	For	Votes AGAINST William Dawson Jr. are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Performance Food Group Company	11/16/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Performance Food Group Company	11/16/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
Performance Food Group Company	11/16/2022	Management	14	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
Premier, Inc.	12/02/2022	Management	1	Yes	Elect Director Michael J. Alkire	For	For	For	For	A vote FOR all director nominees is warranted.
Premier, Inc.	12/02/2022	Management	2	Yes	Elect Director Jody R. Davids	For	For	For	For	A vote FOR all director nominees is warranted.
Premier, Inc.	12/02/2022	Management	3	Yes	Elect Director Peter S. Fine	For	For	For	For	A vote FOR all director nominees is warranted.
Premier, Inc.	12/02/2022	Management	4	Yes	Elect Director Marvin R. O'Quinn	For	For	For	For	A vote FOR all director nominees is warranted.
Premier, Inc.	12/02/2022	Management	5	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Premier, Inc.	12/02/2022	Management	6	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified at this time. In addition, following last year's failed say-on-pay vote result, the compensation committee demonstrated sufficient responsiveness.
Prologis, Inc.	09/28/2022	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	PLD shares have declined modestly since the unaffected date in comparison to the relevant index. However, the strategic rationale for the transaction is sensible, the transaction is expected to be accretive and result in cost synergies, and the valuation of DRE is in line with historical trading levels. On balance, support FOR the transaction is warranted.
Prologis, Inc.	09/28/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this agenda item is warranted given that the underlying transaction merits support.
Qorvo, Inc.	08/09/2022	Management	1	Yes	Elect Director Ralph G. Quinsey	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/09/2022	Management	2	Yes	Elect Director Robert A. Bruggeworth	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/09/2022	Management	3	Yes	Elect Director Judy Bruner	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/09/2022	Management	4	Yes	Elect Director Jeffery R. Gardner	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/09/2022	Management	5	Yes	Elect Director John R. Harding	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/09/2022	Management	6	Yes	Elect Director David H. Y. Ho	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/09/2022	Management	7	Yes	Elect Director Roderick D. Nelson	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/09/2022	Management	8	Yes	Elect Director Walden C. Rhines	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/09/2022	Management	9	Yes	Elect Director Susan L. Spradley	For	For	For	For	A vote FOR all director nominees is warranted.
Qorvo, Inc.	08/09/2022	Management	10	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were entirely performance-based, relying on achievement of semi-annual, pre-set financial metrics, and the majority of long-term equity awards are performance conditioned. However, performance for the Objectives-based RSUs is generally measured over a one-year period (with additional time-based vesting of half the award), and specific goals are not disclosed. Shareholders generally prefer that performance for long-term incentive awards is measured over a multi-year period, and the lack of disclosure of goals makes it impossible for shareholders to independently evaluate the rigor of those goals relative to prior years' targets or actual achievement.

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Qorvo, Inc.	08/09/2022	Management	11	Yes	Approve Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because the equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Qorvo, Inc.	08/09/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Ralph Lauren Corporation	08/04/2022	Management	1	Yes	Elect Director Michael A. George	For	For	For	For	WITHHOLD votes for non-independent nominee Hubert Joly are warranted for lack of a majority independent board. WITHHOLD votes for Hubert Joly are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ralph Lauren Corporation	08/04/2022	Management	2	Yes	Elect Director Linda Findley	For	For	For	For	WITHHOLD votes for non-independent nominee Hubert Joly are warranted for lack of a majority independent board. WITHHOLD votes for Hubert Joly are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ralph Lauren Corporation	08/04/2022	Management	3	Yes	Elect Director Hubert Joly	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominee Hubert Joly are warranted for lack of a majority independent board. WITHHOLD votes for Hubert Joly are also warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Ralph Lauren Corporation	08/04/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
Ralph Lauren Corporation	08/04/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided an inordinate amount of automobile-related and financial planning perquisites to the CEO; and * The company has legacy arrangements with one or more executives that provide for an excessive severance multiplier.
ResMed Inc.	11/16/2022	Management	1	Yes	Elect Director Carol Burt	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2022	Management	2	Yes	Elect Director Jan De Witte	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2022	Management	3	Yes	Elect Director Karen Drexler	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2022	Management	4	Yes	Elect Director Michael 'Mick' Farrell	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2022	Management	5	Yes	Elect Director Peter Farrell	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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ResMed Inc.	11/16/2022	Management	6	Yes	Elect Director Harjit Gill	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2022	Management	7	Yes	Elect Director John Hernandez	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2022	Management	8	Yes	Elect Director Richard Sulpizio	For	For	Against	Against	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2022	Management	9	Yes	Elect Director Desney Tan	For	For	For	For	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2022	Management	10	Yes	Elect Director Ronald Taylor	For	For	Against	Against	Votes AGAINST Ronald (Ron) Taylor and Richard (Rich) Sulpizio are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
ResMed Inc.	11/16/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
ResMed Inc.	11/16/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards remain based on objective financial performance metrics and the CEO's equity awards are entirely performance-conditioned.
RingCentral, Inc.	12/15/2022	Management	1	Yes	Elect Director Vladimir Shmunis	For	For	For	For	WITHHOLD votes for Robert (Rob) Theis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/15/2022	Management	2	Yes	Elect Director Kenneth Goldman	For	For	For	For	WITHHOLD votes for Robert (Rob) Theis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/15/2022	Management	3	Yes	Elect Director Michelle McKenna	For	For	For	For	WITHHOLD votes for Robert (Rob) Theis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/15/2022	Management	4	Yes	Elect Director Robert Theis	For	For	Withhold	Withhold	WITHHOLD votes for Robert (Rob) Theis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/15/2022	Management	5	Yes	Elect Director Allan Thygesen	For	For	For	For	WITHHOLD votes for Robert (Rob) Theis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/15/2022	Management	6	Yes	Elect Director Neil Williams	For	For	For	For	WITHHOLD votes for Robert (Rob) Theis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/15/2022	Management	7	Yes	Elect Director Mignon Clyburn	For	For	For	For	WITHHOLD votes for Robert (Rob) Theis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.

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RingCentral, Inc.	12/15/2022	Management	8	Yes	Elect Director Arne Duncan	For	For	For	For	WITHHOLD votes for Robert (Rob) Theis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/15/2022	Management	9	Yes	Elect Director Tarek Robbiati	For	For	For	For	WITHHOLD votes for Robert (Rob) Theis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/15/2022	Management	10	Yes	Elect Director Sridhar Srinivasan	For	For	For	For	WITHHOLD votes for Robert (Rob) Theis are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
RingCentral, Inc.	12/15/2022	Management	11	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
RingCentral, Inc.	12/15/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to excessive NEO pay primarily consisting of time-vesting equity awards.
RingCentral, Inc.	12/15/2022	Management	13	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.
RingCentral, Inc.	12/15/2022	Management	14	Yes	Amend Omnibus Stock Plan	For	Against	Against	Against	A vote AGAINST this proposal is warranted because: * The company's potential Voting Power Dilution (VPD) for all incentive plans of 44.51 percent is excessive. * The plan administrator may provide loans to exercise awards. * The plan has an automatic share replenishment feature. * The plan permits repricing and exchange of grants without prior shareholder approval. * The plan permits cash buyout of awards without prior shareholder approval.
Snowflake Inc.	07/07/2022	Management	1	Yes	Elect Director Kelly A. Kramer	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael (Mike) Speiser are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Frank Sloatman, Michael (Mike) Speiser, and Kelly Kramer are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Snowflake Inc.	07/07/2022	Management	2	Yes	Elect Director Frank Sloatman	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael (Mike) Speiser are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Frank Sloatman, Michael (Mike) Speiser, and Kelly Kramer are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Snowflake Inc.	07/07/2022	Management	3	Yes	Elect Director Michael L. Speiser	For	Withhold	Withhold	Withhold	WITHHOLD votes for Michael (Mike) Speiser are warranted for serving as a non-independent member of a key board committee. WITHHOLD votes for Frank Sloatman, Michael (Mike) Speiser, and Kelly Kramer are warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights.
Snowflake Inc.	07/07/2022	Management	4	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.



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Snowflake Inc.	07/07/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
Spectrum Brands Holdings, Inc.	08/09/2022	Management	1	Yes	Elect Director Sherianne James	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/09/2022	Management	2	Yes	Elect Director Leslie L. Campbell	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/09/2022	Management	3	Yes	Elect Director Joan Chow	For	For	For	For	A vote FOR all director nominees is warranted.
Spectrum Brands Holdings, Inc.	08/09/2022	Management	4	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Spectrum Brands Holdings, Inc.	08/09/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
STERIS plc	07/28/2022	Management	1	Yes	Elect Director Richard C. Breeden	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacqueline Kosecoff are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/28/2022	Management	2	Yes	Elect Director Daniel A. Carestio	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacqueline Kosecoff are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/28/2022	Management	3	Yes	Elect Director Cynthia L. Feldmann	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacqueline Kosecoff are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/28/2022	Management	4	Yes	Elect Director Christopher S. Holland	For	For	For	For	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacqueline Kosecoff are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.



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STERIS plc	07/28/2022	Management	5	Yes	Elect Director Jacqueline B. Kosecoff	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacqueline Kosecoff are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/28/2022	Management	6	Yes	Elect Director Paul E. Martin	For	For	For	For	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacqueline Kosecoff are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/28/2022	Management	7	Yes	Elect Director Nirav R. Shah	For	For	For	For	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacqueline Kosecoff are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/28/2022	Management	8	Yes	Elect Director Mohsen M. Sohi	For	For	Against	Against	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacqueline Kosecoff are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/28/2022	Management	9	Yes	Elect Director Richard M. Steeves	For	For	For	For	Votes AGAINST non-independent nominees Mohsen Sohi, Daniel Carestio, Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are warranted for lack of a majority independent board. Votes AGAINST Richard Breeden, Cynthia Feldmann and Jacqueline Kosecoff are also warranted for serving as non-independent members of a key board committee. Votes AGAINST Jacqueline Kosecoff are further warranted for serving as a director on more than four public company boards. A vote FOR the remaining director nominees is warranted.
STERIS plc	07/28/2022	Management	10	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST these proposals is warranted since the auditor's tenure at the company exceeds seven years.
STERIS plc	07/28/2022	Management	11	Yes	Appoint Ernst & Young Chartered Accountants as Irish Statutory Auditor	For	For	Against	Against	A vote AGAINST these proposals is warranted since the auditor's tenure at the company exceeds seven years.

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STERIS plc	07/28/2022	Management	12	Yes	Authorise Board to Fix Remuneration of Auditors	For	For	For	For	Under the Irish Companies Act, the remuneration of the company's Irish statutory auditor must be fixed by the shareholders in a general meeting. Given that the most recent fees paid to the auditor are reasonable, a vote FOR this proposal is warranted.
STERIS plc	07/28/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentive payouts are entirely based on pre-set financial metrics and a majority of long-term performance incentives are performance conditioned.
STORE Capital Corporation	12/09/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Although the transaction was the result of exclusive negotiations rather than an auction, a vote FOR this transaction is warranted given the offer premium, the certainty of value provided by the cash form of consideration, and the downside risk of non-approval.
STORE Capital Corporation	12/09/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Cash severance is double trigger, reasonably based, and no excise tax gross-ups are payable. However, all equity awards will automatically accelerate upon closing, and certain PSU awards will vest above target without a clear and compelling rationale disclosed in the merger proxy.
STORE Capital Corporation	12/09/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted, given that the underlying transaction merits support.
Sysco Corporation	11/18/2022	Management	1	Yes	Elect Director Daniel J. Brutto	For	For	For	For	Votes AGAINST Larry Glasscock and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/18/2022	Management	2	Yes	Elect Director Ali Dibadj	For	For	For	For	Votes AGAINST Larry Glasscock and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/18/2022	Management	3	Yes	Elect Director Larry C. Glasscock	For	For	Against	Against	Votes AGAINST Larry Glasscock and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/18/2022	Management	4	Yes	Elect Director Jill M. Golder	For	For	For	For	Votes AGAINST Larry Glasscock and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/18/2022	Management	5	Yes	Elect Director Bradley M. Halverson	For	For	For	For	Votes AGAINST Larry Glasscock and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/18/2022	Management	6	Yes	Elect Director John M. Hinshaw	For	For	For	For	Votes AGAINST Larry Glasscock and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/18/2022	Management	7	Yes	Elect Director Kevin P. Hourican	For	For	For	For	Votes AGAINST Larry Glasscock and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/18/2022	Management	8	Yes	Elect Director Hans-Joachim Koerber	For	For	Against	Against	Votes AGAINST Larry Glasscock and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/18/2022	Management	9	Yes	Elect Director Alison Kenney Paul	For	For	For	For	Votes AGAINST Larry Glasscock and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Sysco Corporation	11/18/2022	Management	10	Yes	Elect Director Edward D. Shirley	For	For	For	For	Votes AGAINST Larry Glasscock and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/18/2022	Management	11	Yes	Elect Director Sheila G. Talton	For	For	For	For	Votes AGAINST Larry Glasscock and Hans-Joachim Koerber are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Sysco Corporation	11/18/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	
Sysco Corporation	11/18/2022	Management	13	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Sysco Corporation	11/18/2022	Shareholder	14	Yes	Report on Third-Party Civil Rights Audit	Against	For	For	For	A vote FOR this resolution is warranted, as an independent civil rights audit would help shareholders better assess the effectiveness of Sysco's efforts to address the issue of civil rights for its stakeholders and its management of related risks.
Sysco Corporation	11/18/2022	Shareholder	15	Yes	Commission Third Party Report Assessing Company's Supply Chain Risks	Against	Against	For	For	A vote FOR this proposal is warranted, as the requested report would provide additional information regarding the company's community safety policies and practices, and board oversight mechanisms for shareholders to better assess the company's management of supply chain risks, including in relation to migrant workers. In addition, the report could serve to further strengthen the company's policies and practices in place addressing supply chain risks.
Sysco Corporation	11/18/2022	Shareholder	16	Yes	Report on Efforts to Reduce Plastic Use	None	For	For	For	A vote FOR this proposal is warranted, as shareholders would benefit from additional information on how the company is managing risks related to the creation of plastic waste.
Take-Two Interactive Software, Inc.	09/16/2022	Management	1	Yes	Elect Director Strauss Zelnick	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Jon (J) Moses are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/16/2022	Management	2	Yes	Elect Director Michael Dornemann	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Jon (J) Moses are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Take-Two Interactive Software, Inc.	09/16/2022	Management	3	Yes	Elect Director J Moses	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Jon (J) Moses are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/16/2022	Management	4	Yes	Elect Director Michael Sheresky	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Jon (J) Moses are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/16/2022	Management	5	Yes	Elect Director LaVerne Srinivasan	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Jon (J) Moses are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/16/2022	Management	6	Yes	Elect Director Susan Tolson	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Jon (J) Moses are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/16/2022	Management	7	Yes	Elect Director Paul Viera	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Jon (J) Moses are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.

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Take-Two Interactive Software, Inc.	09/16/2022	Management	8	Yes	Elect Director Roland Hernandez	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Jon (J) Moses are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/16/2022	Management	9	Yes	Elect Director William "Bing" Gordon	For	For	Against	Against	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Jon (J) Moses are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/16/2022	Management	10	Yes	Elect Director Ellen Siminoff	For	For	For	For	Votes AGAINST non-independent nominees Strauss Zelnick, Michael Dornemann, William (Bing) Gordon, Jon (J) Moses and Michael Sheresky are warranted for lack of a majority independent board. Votes AGAINST Michael Dornemann, Jon (J) Moses and Michael Sheresky are also warranted for serving as non-independent members of a key board committee. Votes AGAINST governance committee chair Jon (J) Moses are further warranted due to the board's unilateral adoption of an exclusive forum bylaw. A vote FOR the remaining director nominees is warranted.
Take-Two Interactive Software, Inc.	09/16/2022	Management	11	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, due to longstanding concerns around incentive program target-setting. Compensation for the CEO is primarily paid by the external manager under a management services agreement. Although this arrangement can result in limited pay disclosure, in this case the company provides thorough disclosure of the applicable pay programs. In recent years, there have been goal rigor concerns identified for the company, and a qualitative review of the 2022 annual incentive program renews these concerns. Specifically, the target goal in the STI was set well below the prior year's actual results. While there is proxy disclosure regarding the compensation committee's rationale for lowering its target due to outperformance in FY21 and new challenges for FY22, this disclosure does not substantially mitigate concerns and does not adequately explain why the target was set below pre-pandemic performance levels. This is particularly concerning given that the company has a history of setting goals below the prior year's actual performance, resulting in payouts earned at well-above target or at maximum each year for nearly a decade.
Take-Two Interactive Software, Inc.	09/16/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

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Tapestry, Inc.	11/15/2022	Management	1	Yes	Elect Director John P. Bilbrey	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/15/2022	Management	2	Yes	Elect Director Darrell Cavens	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/15/2022	Management	3	Yes	Elect Director Joanne Crevoiserat	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/15/2022	Management	4	Yes	Elect Director David Denton	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/15/2022	Management	5	Yes	Elect Director Johanna (Hanneke) Faber	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/15/2022	Management	6	Yes	Elect Director Anne Gates	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/15/2022	Management	7	Yes	Elect Director Thomas Greco	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/15/2022	Management	8	Yes	Elect Director Pamela Lifford	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/15/2022	Management	9	Yes	Elect Director Annabelle Yu Long	For	For	For	For	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/15/2022	Management	10	Yes	Elect Director Ivan Menezes	For	For	Against	Against	Votes AGAINST Ivan Menezes are warranted for serving as a non-independent member of a key board committee. A vote FOR the remaining director nominees is warranted.
Tapestry, Inc.	11/15/2022	Management	11	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tapestry, Inc.	11/15/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted because pay is reasonably aligned with performance for the year under review.
Terminix Global Holdings, Inc.	10/06/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	Although the implied value of the consideration has declined since announcement due to the decline in RTO shares as well as GBP devaluation relative to USD, as of Sept. 20, 2022, the offer represents a premium to the unaffected price, the board's review of alternatives appears to have been thorough, the strategic rationale appears sound, and the form of consideration provides an opportunity for shareholders to opt for certainty of value or potential upside of the combined entity. On balance, a vote FOR the proposed transaction is warranted.

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Terminix Global Holdings, Inc.	10/06/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Support for this proposal is warranted. Although the CEO will receive a sizeable retention award in connection with the transaction, cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable. In addition, unvested equity held by executives will only accelerate upon a qualifying termination.
Tesla, Inc.	08/04/2022	Management	1	Yes	Elect Director Ira Ehrenpreis	For	Against	Against	Against	Votes AGAINST Ira Ehrenpreis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Ira Ehrenpreis and Kathleen Wilson-Thompson are warranted, in lieu of any audit committee member on ballot, given continuing concerns about the board's risk oversight in light of the pledging of a significant amount of the company's stock by certain directors. Votes AGAINST Ira Ehrenpreis and Kathleen Wilson-Thompson are further warranted, in their capacity as members of the Nominating and Corporate Governance Committee, given the board's insufficient responsiveness to a majority-supported shareholder proposal.
Tesla, Inc.	08/04/2022	Management	2	Yes	Elect Director Kathleen Wilson-Thompson	For	Against	Against	Against	Votes AGAINST Ira Ehrenpreis are warranted for serving as a non-independent member of a key board committee. Votes AGAINST Ira Ehrenpreis and Kathleen Wilson-Thompson are warranted, in lieu of any audit committee member on ballot, given continuing concerns about the board's risk oversight in light of the pledging of a significant amount of the company's stock by certain directors. Votes AGAINST Ira Ehrenpreis and Kathleen Wilson-Thompson are further warranted, in their capacity as members of the Nominating and Corporate Governance Committee, given the board's insufficient responsiveness to a majority-supported shareholder proposal.
Tesla, Inc.	08/04/2022	Management	3	Yes	Reduce Director Terms from Three to Two Years	For	For	For	For	A vote FOR this proposal is warranted. The reduction from a three-class to a two-class board structure, while falling short of full declassification, will represent an improvement in board accountability to shareholders.
Tesla, Inc.	08/04/2022	Management	4	Yes	Eliminate Supermajority Voting Provisions	For	For	For	For	A vote FOR this proposal is warranted given that the reduction in the supermajority vote requirement would enhance shareholder rights.
Tesla, Inc.	08/04/2022	Management	5	Yes	Increase Authorized Common Stock	For	For	For	For	Considering that the increase in authorized common stock is proportionate to the board's proposed 3-for-1 stock split and that the company's share price has increased significantly in the past two years, a vote FOR this proposal is warranted.
Tesla, Inc.	08/04/2022	Management	6	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Tesla, Inc.	08/04/2022	Shareholder	7	Yes	Adopt Proxy Access Right	Against	For	For	For	A vote FOR this proposal is warranted, as adoption of proxy access will enhance shareholder rights.
Tesla, Inc.	08/04/2022	Shareholder	8	Yes	Report on Efforts to Prevent Harassment and Discrimination in the Workplace	Against	For	For	For	A vote FOR this resolution is warranted, as the company has faced recent attention for allegations of harassment and discrimination in the workplace, and increased transparency would help shareholders assess how the company is managing associated risks.
Tesla, Inc.	08/04/2022	Shareholder	9	Yes	Report on Racial and Gender Board Diversity	Against	Against	For	For	A vote FOR this proposal is warranted as adoption of this proposal would allow shareholders to better assess the effectiveness of the company's efforts towards improving gender and racial representation on the board and management of related risks.



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Tesla, Inc.	08/04/2022	Shareholder	10	Yes	Report on the Impacts of Using Mandatory Arbitration	Against	For	For	For	A vote FOR this proposal is warranted because more information on the impact that the company's standard arbitration provision has on Tesla's employees would allow shareholders to better evaluate risks related to several recent controversies; and may bring information to light that could result in improved recruitment, development and retention.
Tesla, Inc.	08/04/2022	Shareholder	11	Yes	Report on Corporate Climate Lobbying in line with Paris Agreement	Against	For	For	For	A vote FOR this resolution is warranted, because an evaluation of how the company's lobbying activities align with the Paris Agreement goals would provide information that would allow shareholders to better evaluate the company's risk related to its lobbying activities.
Tesla, Inc.	08/04/2022	Shareholder	12	Yes	Adopt a Policy on Respecting Rights to Freedom of Association and Collective Bargaining	Against	For	For	For	A vote FOR this proposal is warranted, because this policy may benefit shareholders by improving the company's management of related risks; and the company already has a similar policy in place for its suppliers.
Tesla, Inc.	08/04/2022	Shareholder	13	Yes	Report on Eradicating Child Labor in Battery Supply Chain	Against	Against	For	For	A vote FOR this proposal is warranted as additional information on the company's efforts to eliminate child labor would allow investors to better understand how the company is managing human rights related risks in its supply chain.
Tesla, Inc.	08/04/2022	Shareholder	14	Yes	Report on Water Risk Exposure	Against	For	For	For	A vote FOR this proposal is warranted. Shareholders would benefit from increased disclosure regarding how the company is managing water risks.
The Estee Lauder Companies Inc.	11/18/2022	Management	1	Yes	Elect Director Ronald S. Lauder	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lauder, Lynn de Rothschild, Ronald Lauder, Richard Parsons and Richard (Rich) Zannino are warranted for lack of a majority independent board. WITHHOLD votes for William Lauder, Lynn de Rothschild, Richard Parsons and Richard (Rich) Zannino are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Jennifer Tejada are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent audit committee member Richard (Rich) Zannino are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy.
The Estee Lauder Companies Inc.	11/18/2022	Management	2	Yes	Elect Director William P. Lauder	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lauder, Lynn de Rothschild, Ronald Lauder, Richard Parsons and Richard (Rich) Zannino are warranted for lack of a majority independent board. WITHHOLD votes for William Lauder, Lynn de Rothschild, Richard Parsons and Richard (Rich) Zannino are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Jennifer Tejada are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent audit committee member Richard (Rich) Zannino are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy.

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The Estee Lauder Companies Inc.	11/18/2022	Management	3	Yes	Elect Director Richard D. Parsons	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lauder, Lynn de Rothschild, Ronald Lauder, Richard Parsons and Richard (Rich) Zannino are warranted for lack of a majority independent board. WITHHOLD votes for William Lauder, Lynn de Rothschild, Richard Parsons and Richard (Rich) Zannino are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Jennifer Tejada are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent audit committee member Richard (Rich) Zannino are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy.
The Estee Lauder Companies Inc.	11/18/2022	Management	4	Yes	Elect Director Lynn Forester de Rothschild	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lauder, Lynn de Rothschild, Ronald Lauder, Richard Parsons and Richard (Rich) Zannino are warranted for lack of a majority independent board. WITHHOLD votes for William Lauder, Lynn de Rothschild, Richard Parsons and Richard (Rich) Zannino are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Jennifer Tejada are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent audit committee member Richard (Rich) Zannino are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy.
The Estee Lauder Companies Inc.	11/18/2022	Management	5	Yes	Elect Director Jennifer Tejada	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lauder, Lynn de Rothschild, Ronald Lauder, Richard Parsons and Richard (Rich) Zannino are warranted for lack of a majority independent board. WITHHOLD votes for William Lauder, Lynn de Rothschild, Richard Parsons and Richard (Rich) Zannino are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Jennifer Tejada are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent audit committee member Richard (Rich) Zannino are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy.

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The Estee Lauder Companies Inc.	11/18/2022	Management	6	Yes	Elect Director Richard F. Zannino	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees William Lauder, Lynn de Rothschild, Ronald Lauder, Richard Parsons and Richard (Rich) Zannino are warranted for lack of a majority independent board. WITHHOLD votes for William Lauder, Lynn de Rothschild, Richard Parsons and Richard (Rich) Zannino are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for Jennifer Tejada are warranted for serving on more than two public boards while serving as a CEO of an outside company. WITHHOLD votes for incumbent audit committee member Richard (Rich) Zannino are further warranted due to concerns regarding the effectiveness of the board's risk oversight function in light of the significant pledging activity at the company and absence of a robust anti-pledging policy.
The Estee Lauder Companies Inc.	11/18/2022	Management	7	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	For	For	A vote FOR this item is warranted as the non-audit consulting fees are less than 25 percent of total fees paid.
The Estee Lauder Companies Inc.	11/18/2022	Management	8	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of perquisites to the CEO, including large personal use of corporate aircraft and life insurance perquisites.
The J. M. Smucker Company	08/17/2022	Management	1	Yes	Elect Director Susan E. Chapman-Hughes	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/17/2022	Management	2	Yes	Elect Director Paul J. Dolan	For	For	Against	Against	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/17/2022	Management	3	Yes	Elect Director Jay L. Henderson	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/17/2022	Management	4	Yes	Elect Director Jonathan E. Johnson, III	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/17/2022	Management	5	Yes	Elect Director Kirk L. Perry	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/17/2022	Management	6	Yes	Elect Director Sandra Pianalto	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/17/2022	Management	7	Yes	Elect Director Alex Shumate	For	For	Against	Against	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/17/2022	Management	8	Yes	Elect Director Mark T. Smucker	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/17/2022	Management	9	Yes	Elect Director Richard K. Smucker	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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The J. M. Smucker Company	08/17/2022	Management	10	Yes	Elect Director Jodi L. Taylor	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/17/2022	Management	11	Yes	Elect Director Dawn C. Willoughby	For	For	For	For	Votes AGAINST Alex Shumate and Paul Dolan are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
The J. M. Smucker Company	08/17/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted because: * the non-auditing consulting fees represent more than 25 percent of total fees paid; and * the auditor's tenure at the company exceeds seven years.
The J. M. Smucker Company	08/17/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are majority based on pre-set financial metrics, although the target for the main performance metric was set lower than the prior year's actual result due to COVID-19 pandemic-related economic uncertainty and divestments. The long-term incentive equity awards are also majority performance-conditioned and are measured over a multi-year performance period.
The J. M. Smucker Company	08/17/2022	Management	14	Yes	Amend Votes Per Share of Existing Stock	For	For	For	For	A vote FOR this proposal is warranted, as eliminating time-phased voting will improve transparency regarding relative voting power and will level the playing field between insiders and unaffiliated shareholders.
The Procter & Gamble Company	10/11/2022	Management	1	Yes	Elect Director B. Marc Allen	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Jon Moeller, Angela Braly, and Patricia Woertz are warranted in light of persisting concerns regarding the board's insufficient actions and lack of robust commitment to address deforestation risks in its supply chain. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/11/2022	Management	2	Yes	Elect Director Angela F. Braly	For	For	Against	Against	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Jon Moeller, Angela Braly, and Patricia Woertz are warranted in light of persisting concerns regarding the board's insufficient actions and lack of robust commitment to address deforestation risks in its supply chain. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/11/2022	Management	3	Yes	Elect Director Amy L. Chang	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Jon Moeller, Angela Braly, and Patricia Woertz are warranted in light of persisting concerns regarding the board's insufficient actions and lack of robust commitment to address deforestation risks in its supply chain. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/11/2022	Management	4	Yes	Elect Director Joseph Jimenez	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Jon Moeller, Angela Braly, and Patricia Woertz are warranted in light of persisting concerns regarding the board's insufficient actions and lack of robust commitment to address deforestation risks in its supply chain. A vote FOR the remaining director nominees is warranted.

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The Procter & Gamble Company	10/11/2022	Management	5	Yes	Elect Director Christopher Kempczinski	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Jon Moeller, Angela Braly, and Patricia Woertz are warranted in light of persisting concerns regarding the board's insufficient actions and lack of robust commitment to address deforestation risks in its supply chain. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/11/2022	Management	6	Yes	Elect Director Debra L. Lee	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Jon Moeller, Angela Braly, and Patricia Woertz are warranted in light of persisting concerns regarding the board's insufficient actions and lack of robust commitment to address deforestation risks in its supply chain. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/11/2022	Management	7	Yes	Elect Director Terry J. Lundgren	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Jon Moeller, Angela Braly, and Patricia Woertz are warranted in light of persisting concerns regarding the board's insufficient actions and lack of robust commitment to address deforestation risks in its supply chain. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/11/2022	Management	8	Yes	Elect Director Christine M. McCarthy	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Jon Moeller, Angela Braly, and Patricia Woertz are warranted in light of persisting concerns regarding the board's insufficient actions and lack of robust commitment to address deforestation risks in its supply chain. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/11/2022	Management	9	Yes	Elect Director Jon R. Moeller	For	For	Against	Against	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Jon Moeller, Angela Braly, and Patricia Woertz are warranted in light of persisting concerns regarding the board's insufficient actions and lack of robust commitment to address deforestation risks in its supply chain. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/11/2022	Management	10	Yes	Elect Director Rajesh Subramaniam	For	For	For	For	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Jon Moeller, Angela Braly, and Patricia Woertz are warranted in light of persisting concerns regarding the board's insufficient actions and lack of robust commitment to address deforestation risks in its supply chain. A vote FOR the remaining director nominees is warranted.

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The Procter & Gamble Company	10/11/2022	Management	11	Yes	Elect Director Patricia A. Woertz	For	For	Against	Against	Votes AGAINST Angela Braly and Patricia (Pat) Woertz are warranted for serving as non-independent members of certain key board committees. Votes AGAINST Jon Moeller, Angela Braly, and Patricia Woertz are warranted in light of persisting concerns regarding the board's insufficient actions and lack of robust commitment to address deforestation risks in its supply chain. A vote FOR the remaining director nominees is warranted.
The Procter & Gamble Company	10/11/2022	Management	12	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
The Procter & Gamble Company	10/11/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Bonus payouts are commensurate with financial performance, and regular annual equity grants are approximately half performance based with multiyear performance periods. However, future cash bonus payouts warrant further monitoring based on the degree of discretion applied to their determination.
TransDigm Group Incorporated	07/12/2022	Management	1	Yes	Elect Director David Barr	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted for insufficient responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	07/12/2022	Management	2	Yes	Elect Director Jane Cronin	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted for insufficient responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	07/12/2022	Management	3	Yes	Elect Director Mervin Dunn	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted for insufficient responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.

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TransDigm Group Incorporated	07/12/2022	Management	4	Yes	Elect Director Michael Graff	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted for insufficient responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	07/12/2022	Management	5	Yes	Elect Director Sean Hennessy	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted for insufficient responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	07/12/2022	Management	6	Yes	Elect Director W. Nicholas Howley	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted for insufficient responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	07/12/2022	Management	7	Yes	Elect Director Gary E. McCullough	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted for insufficient responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.



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TransDigm Group Incorporated	07/12/2022	Management	8	Yes	Elect Director Michele Santana	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted for insufficient responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	07/12/2022	Management	9	Yes	Elect Director Robert Small	For	Withhold	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted for insufficient responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	07/12/2022	Management	10	Yes	Elect Director John Staer	For	For	For	For	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted for insufficient responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	07/12/2022	Management	11	Yes	Elect Director Kevin Stein	For	For	Withhold	Withhold	WITHHOLD votes for non-independent nominees Walter Howley, Kevin Stein, Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are warranted for lack of a majority independent board. WITHHOLD votes for Mervin Dunn, Michael Graff, Sean Hennessy and Robert Small are also warranted for serving as non-independent members of a key board committee. WITHHOLD votes for incumbent compensation committee members Mervin Dunn, Michael Graff, Sean Hennessy, and Robert Small are warranted for insufficient responsiveness to last year's failed say-on-pay vote. A vote FOR the remaining director nominees is warranted.
TransDigm Group Incorporated	07/12/2022	Management	12	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
TransDigm Group Incorporated	07/12/2022	Management	13	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated only limited responsiveness to last year's failed say-on-pay vote. While certain prior shareholder concerns were addressed, it was unclear if the committee met with investors following the failed vote and certain concerns, including pay magnitude, appear to remain unmitigated. Further, the committee granted multiple NEOs significant option awards, resulting in the former executive chairman being compensated well above that of the CEO. While the committee introduced changes to option grants, concerns remain regarding overlapping metrics, mid-cycle adjustments, and the magnitude of NEO equity awards. Concerns are also raised with respect to company-selected peer group that includes many outsized peers on a revenue basis, the automatic accelerated vesting of equity awards upon a change-in-control event, and the company's lack of risk mitigating features that may benefit shareholders.
Twitter, Inc.	09/13/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The board did not conduct a formal auction process and the offer implies a discount to the trailing one-year high. However, questions about opportunism are mitigated by the lack of competing proposals and the lack of shareholder opposition to the transaction. Moreover, the all-cash offer provides liquidity and certainty of value to shareholders, and there is clear downside risk of non-approval. In light of these factors, a vote FOR this proposal is warranted.
Twitter, Inc.	09/13/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR the proposal is warranted. Cash severance is double trigger and of a reasonable basis, with no excise tax gross-ups payable. In addition, unvested equity held by executives will only accelerate upon a qualifying termination.
Twitter, Inc.	09/13/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A vote FOR this proposal is warranted as the underlying transaction warrants shareholder support.
Unity Software Inc.	10/07/2022	Management	1	Yes	Issue Shares in Connection with Merger	For	For	For	For	Given the reasonable valuation, sensible strategic rationale, and expected cost savings, support FOR the transaction is warranted.
Unity Software Inc.	10/07/2022	Management	2	Yes	Adjourn Meeting	For	For	For	For	Support FOR this proposal is warranted, given that the underlying transaction merits support.
Vail Resorts, Inc.	12/07/2022	Management	1	Yes	Elect Director Susan L. Decker	For	For	For	For	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider and John Sorte are warranted for lack of a majority independent board. Votes AGAINST John Redmond, Hilary Schneider and John Sorte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	12/07/2022	Management	2	Yes	Elect Director Robert A. Katz	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider and John Sorte are warranted for lack of a majority independent board. Votes AGAINST John Redmond, Hilary Schneider and John Sorte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Vail Resorts, Inc.	12/07/2022	Management	3	Yes	Elect Director Kirsten A. Lynch	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider and John Sorte are warranted for lack of a majority independent board. Votes AGAINST John Redmond, Hilary Schneider and John Sorte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	12/07/2022	Management	4	Yes	Elect Director Nadia Rawlinson	For	For	For	For	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider and John Sorte are warranted for lack of a majority independent board. Votes AGAINST John Redmond, Hilary Schneider and John Sorte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	12/07/2022	Management	5	Yes	Elect Director John T. Redmond	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider and John Sorte are warranted for lack of a majority independent board. Votes AGAINST John Redmond, Hilary Schneider and John Sorte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	12/07/2022	Management	6	Yes	Elect Director Michele Romanow	For	For	For	For	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider and John Sorte are warranted for lack of a majority independent board. Votes AGAINST John Redmond, Hilary Schneider and John Sorte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	12/07/2022	Management	7	Yes	Elect Director Hilary A. Schneider	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider and John Sorte are warranted for lack of a majority independent board. Votes AGAINST John Redmond, Hilary Schneider and John Sorte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	12/07/2022	Management	8	Yes	Elect Director D. Bruce Sewell	For	For	For	For	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider and John Sorte are warranted for lack of a majority independent board. Votes AGAINST John Redmond, Hilary Schneider and John Sorte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	12/07/2022	Management	9	Yes	Elect Director John F. Sorte	For	For	Against	Against	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider and John Sorte are warranted for lack of a majority independent board. Votes AGAINST John Redmond, Hilary Schneider and John Sorte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

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Vail Resorts, Inc.	12/07/2022	Management	10	Yes	Elect Director Peter A. Vaughn	For	For	For	For	Votes AGAINST non-independent nominees Robert Katz, Kirsten Lynch, John Redmond, Hilary Schneider and John Sorte are warranted for lack of a majority independent board. Votes AGAINST John Redmond, Hilary Schneider and John Sorte are also warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
Vail Resorts, Inc.	12/07/2022	Management	11	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Vail Resorts, Inc.	12/07/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.
VF Corporation	07/26/2022	Management	1	Yes	Elect Director Richard T. Carucci	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/26/2022	Management	2	Yes	Elect Director Alex Cho	For	For	For	For	WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/26/2022	Management	3	Yes	Elect Director Juliana L. Chugg	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/26/2022	Management	4	Yes	Elect Director Benno Dorer	For	For	For	For	WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/26/2022	Management	5	Yes	Elect Director Mark S. Hoplamazian	For	For	For	For	WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/26/2022	Management	6	Yes	Elect Director Laura W. Lang	For	For	For	For	WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/26/2022	Management	7	Yes	Elect Director W. Rodney McMullen	For	For	For	For	WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/26/2022	Management	8	Yes	Elect Director Clarence Otis, Jr.	For	For	Withhold	Withhold	WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/26/2022	Management	9	Yes	Elect Director Steven E. Rendle	For	For	For	For	WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
VF Corporation	07/26/2022	Management	10	Yes	Elect Director Carol L. Roberts	For	For	For	For	WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/26/2022	Management	11	Yes	Elect Director Matthew J. Shattock	For	For	For	For	WITHHOLD votes for Richard (Rick) Carucci, Juliana Chugg and Clarence Otis Jr. are warranted for serving as non-independent members of a key board committee. A vote FOR the remaining director nominees is warranted.
VF Corporation	07/26/2022	Management	12	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists for the year under review and mitigating factors could not be identified. Although annual and long-term incentives are sufficiently tied to objective performance metrics, concern is raised regarding the CEO's relatively high target LTI value, which has increased incrementally over the past several years as the company's TSR has lagged comparators. In addition, one NEO received a retention grant in FY22 that lacks any performance conditions. Lastly, concerns are raised regarding the inordinate amount of corporate aircraft-related perquisite provided to the CEO.
VF Corporation	07/26/2022	Management	13	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Viatis Inc.	12/09/2022	Management	1	Yes	Elect Director W. Don Cornwell	For	For	For	For	A vote FOR the director nominees is warranted.
Viatis Inc.	12/09/2022	Management	2	Yes	Elect Director Harry A. Korman	For	For	For	For	A vote FOR the director nominees is warranted.
Viatis Inc.	12/09/2022	Management	3	Yes	Elect Director Rajiv Malik	For	For	For	For	A vote FOR the director nominees is warranted.
Viatis Inc.	12/09/2022	Management	4	Yes	Elect Director Richard A. Mark	For	For	For	For	A vote FOR the director nominees is warranted.
Viatis Inc.	12/09/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee was sufficiently responsive to last year's failed say-on-pay vote. Specifically, the company made meaningful changes in response to shareholder feedback by increasing the proportion of equity awards tied to performance conditions, and making a commitment that future cash-based retention awards will be tied to performance-based vesting requirements and only granted in extraordinary circumstances. While pay and performance are reasonably aligned for the year in review, continued monitoring of the pay program is warranted, as the executive chair's total pay remains high.
Viatis Inc.	12/09/2022	Management	6	Yes	Ratify Deloitte & Touche LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Viatis Inc.	12/09/2022	Shareholder	7	Yes	Require Independent Board Chair	Against	For	For	For	A vote FOR this proposal is warranted as shareholders would benefit from a policy requiring more independent oversight of management in the form of an independent chairman.
VMware, Inc.	07/12/2022	Management	1	Yes	Elect Director Nicole Anasenes	For	For	For	For	A vote FOR all director nominees is warranted.
VMware, Inc.	07/12/2022	Management	2	Yes	Elect Director Marianne Brown	For	For	For	For	A vote FOR all director nominees is warranted.
VMware, Inc.	07/12/2022	Management	3	Yes	Elect Director Paul Sagan	For	For	For	For	A vote FOR all director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
VMware, Inc.	07/12/2022	Management	4	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO and president each received sizable promotion awards in connection with their internal promotions. Although the awards are entirely performance-based, some investors may question the awards, particularly given that the NEOs also received "top-up" grants in connection with their promotions. In addition, a sizable retention grant of RSUs to one NEO lacks performance conditions. Additional concerns exist with respect to the design of the annual and long-term incentive programs. A significant portion of annual bonuses are tied to subjective individual performance considerations and the committee relies on negative discretion to reduce payouts under the individual performance component from a maximum level. Further, PSUs under the LTI program are primarily earned based on annual measurement periods.
VMware, Inc.	07/12/2022	Management	5	Yes	Ratify PricewaterhouseCoopers LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
VMware, Inc.	11/04/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	The rapid deal process may give shareholders pause, as it did not produce a market-based alternative to the proposed transaction and took place over fewer than 20 days. However, the consideration represents a premium to the unaffected price and historical trading multiples, non-approval carries downside risk, and the blended form of aggregate consideration gives shareholders both certainty of value and the opportunity to participate in the upside of a larger entity. On balance, support FOR the transaction is warranted.
VMware, Inc.	11/04/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double-trigger and reasonably based, and no excise tax gross-ups are payable. In addition, unvested time- and performance-based equity awards will be assumed by the acquirer (with performance awards deemed earned at actual achievement or target level) and remain subject to double-trigger acceleration.
VMware, Inc.	11/04/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	A FOR this proposal is warranted, as the underlying transaction merits support.
VMware, Inc.	11/04/2022	Management	4	Yes	Amend Certificate of Incorporation to Eliminate Personal Liability of Directors	For	For	For	For	A vote FOR this proposal is warranted, as the exculpation provision permitted by Delaware law is considered to reasonably balance shareholders' interest in officer accountability with their interest in attracting and retaining qualified officers to serve the company.
Western Digital Corporation	11/16/2022	Management	1	Yes	Elect Director Kimberly E. Alexy	For	For	For	For	A vote FOR the director nominees is warranted.
Western Digital Corporation	11/16/2022	Management	2	Yes	Elect Director Thomas H. Caulfield	For	For	For	For	A vote FOR the director nominees is warranted.
Western Digital Corporation	11/16/2022	Management	3	Yes	Elect Director Martin I. Cole	For	For	For	For	A vote FOR the director nominees is warranted.
Western Digital Corporation	11/16/2022	Management	4	Yes	Elect Director Tunc Doluca	For	For	For	For	A vote FOR the director nominees is warranted.
Western Digital Corporation	11/16/2022	Management	5	Yes	Elect Director David V. Goeckeler	For	For	For	For	A vote FOR the director nominees is warranted.
Western Digital Corporation	11/16/2022	Management	6	Yes	Elect Director Matthew E. Massengill	For	For	For	For	A vote FOR the director nominees is warranted.
Western Digital Corporation	11/16/2022	Management	7	Yes	Elect Director Stephanie A. Streeter	For	For	For	For	A vote FOR the director nominees is warranted.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Western Digital Corporation	11/16/2022	Management	8	Yes	Elect Director Miyuki Suzuki	For	For	For	For	A vote FOR the director nominees is warranted.
Western Digital Corporation	11/16/2022	Management	9	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although the STI is based on pre-set objective metrics, the individual performance portion does not appear to be determined based on predetermined goals and was determined to be earned significantly above the corporate portion of the award, despite corporate goals failing to achieve target. In addition, the performance period in the FY23 LTI grant will be shortened to three one-year periods, from one three-year period. More concerning, the compensation committee had a number of problematic one-time actions during the fiscal year. The committee granted retention time-vested RSUs to each NEO, including to two NEOs who received a retention award the year prior, which completely lack performance criteria. In addition, the compensation committee removed the performance criteria from the CEO's sign-on grant shortly before the end of the performance period, allowing the award to vest at target, significantly above the payout level where the award was tracking. These actions undermine a pay-for-performance philosophy.
Western Digital Corporation	11/16/2022	Management	10	Yes	Amend Omnibus Stock Plan	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company's three-year average burn rate is excessive. * The equity granted to the named executives during the last fiscal year exceeds 15 percent of total awards.
Western Digital Corporation	11/16/2022	Management	11	Yes	Amend Qualified Employee Stock Purchase Plan	For	For	For	For	A vote FOR this proposal is warranted given that: * The purchase price is reasonable; * The shares reserved is relatively conservative; and * The offer period is within the limits prescribed by Section 423 of the Internal Revenue Code.
Western Digital Corporation	11/16/2022	Management	12	Yes	Ratify KPMG LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Wix.com Ltd.	12/19/2022	Management	1	Yes	Reelect Avishai Abrahami as Director	For	For	For	For	A vote FOR is warranted because the company has provided sufficient information on these proposals and there are no concerns with the board and its committees' structure and functioning.
Wix.com Ltd.	12/19/2022	Management	2	Yes	Reelect Diane Greene as Director	For	For	For	For	A vote FOR is warranted because the company has provided sufficient information on these proposals and there are no concerns with the board and its committees' structure and functioning.
Wix.com Ltd.	12/19/2022	Management	3	Yes	Reelect Mark Tluszc as Director	For	For	For	For	A vote FOR is warranted because the company has provided sufficient information on these proposals and there are no concerns with the board and its committees' structure and functioning.
Wix.com Ltd.	12/19/2022	Management	4	Yes	Amend and Readopt Compensation Policy for the Executives of the Company	For	For	For	For	A qualified vote FOR the compensation policy for the executives (Item 2.1) is warranted because of the absence of specific concerns regarding the amended remuneration policy. However, this is not without concern for the absence of certain disclosure on specific compensation terms (i.e. defined performance metrics under the STI). A vote FOR the compensation policy for the directors (Item 2.2) is merited as there are no apparent concerns with the proposed terms.



Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Wix.com Ltd.	12/19/2022	Management	5	Yes	Amend and Readopt Compensation Policy for the Directors of the Company	For	For	For	For	A qualified vote FOR the compensation policy for the executives (Item 2.1) is warranted because of the absence of specific concerns regarding the amended remuneration policy. However, this is not without concern for the absence of certain disclosure on specific compensation terms (i.e. defined performance metrics under the STI). A vote FOR the compensation policy for the directors (Item 2.2) is merited as there are no apparent concerns with the proposed terms.
Wix.com Ltd.	12/19/2022	Management	6	Yes	Amend and Readopt Compensation Arrangement of Non-Executive Directors	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the resulting potential level of dilution (13.36 percent) and the three-year average burn rate (3.68 percent) exceed recommended guidelines.
Wix.com Ltd.	12/19/2022	Management	7	Yes	Approve Offer to Exchange certain Options held by Non-Director and Non-Executive Employees of the Company and Subsidiaries	For	Against	Against	Against	A vote AGAINST this item is merited as the option exchange program would provide significant benefits to non-executive employees, despite the decline in the company's value.
Wix.com Ltd.	12/19/2022	Management	8	Yes	Ratify the Appointment and Compensation of Kost, Forer, Gabbay & Kasierer as Auditors	For	For	For	For	A vote FOR this item is warranted as non-audit fees are less than 25 percent of total fees paid.
Wix.com Ltd.	12/19/2022	Management	9	Yes	Vote FOR if you are NOT a controlling shareholder and do NOT have a personal interest in one or several resolutions, as indicated in the proxy card; otherwise, vote AGAINST. If you vote AGAINST, please provide an explanation to your account manager	None	Refer	Refer	For	Shareholders must indicate whether they are controlling shareholders or have a personal interest related to these agenda items, or else their ballots will be disqualified.
Zendesk Inc.	08/17/2022	Management	1	Yes	Elect Director Michael Frandsen	For	Against	Against	Against	A vote AGAINST director nominees Michael (Mike) Frandsen and Brandon Gayle is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Ronald Pasek is warranted.
Zendesk Inc.	08/17/2022	Management	2	Yes	Elect Director Brandon Gayle	For	Against	Against	Against	A vote AGAINST director nominees Michael (Mike) Frandsen and Brandon Gayle is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Ronald Pasek is warranted.
Zendesk Inc.	08/17/2022	Management	3	Yes	Elect Director Ronald Pasek	For	For	For	For	A vote AGAINST director nominees Michael (Mike) Frandsen and Brandon Gayle is warranted given the board's failure to remove, or subject to a sunset requirement, the supermajority vote requirement to enact certain changes to the governing documents and the classified board, each of which adversely impacts shareholder rights. A vote FOR Ronald Pasek is warranted.
Zendesk Inc.	08/17/2022	Management	4	Yes	Ratify Ernst & Young LLP as Auditors	For	For	Against	Against	A vote AGAINST this item is warranted as the auditor's tenure at the company exceeds seven years.
Zendesk Inc.	08/17/2022	Management	5	Yes	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted regarding the grant of entirely time-based equity awards, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.
Zendesk Inc.	08/17/2022	Management	6	Yes	Advisory Vote on Say on Pay Frequency	One Year	One Year	One Year	One Year	A vote for the adoption of an ANNUAL say-on-pay frequency is warranted. Annual say-on-pay votes are considered a best practice as they give shareholders a regular opportunity to opine on executive pay.

Company Name	Meeting Date	Proponent	Proposal Sequence Number	Votable Proposal	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale
Zendesk Inc.	09/19/2022	Management	1	Yes	Approve Merger Agreement	For	For	For	For	In light of the certainty of the value inherent in the transaction and the significant downside risk of non-approval and the standalone option, along with the insufficient detail and the execution risk inherent in Light Street's alternative proposal, support FOR the proposed transaction is warranted.
Zendesk Inc.	09/19/2022	Management	2	Yes	Advisory Vote on Golden Parachutes	For	For	For	For	A vote FOR this proposal is warranted. Cash severance is double trigger and reasonably based, no excise tax gross-ups are payable, and all outstanding equity will only vest upon a qualifying termination.
Zendesk Inc.	09/19/2022	Management	3	Yes	Adjourn Meeting	For	For	For	For	Support FOR the agenda item is warranted as the underlying transaction warrants support.

# B.1.a

## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Glass Lewis Recommend ation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
APM Human Services International Ltd.	1	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
APM Human Services International Ltd.	2	Elect Elizabeth Betten as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No	Yes
APM Human Services International Ltd.	3	Elect William Ritchie as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No	Yes
APM Human Services International Ltd.	4	Elect Ben Wyatt as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No	Yes
APM Human Services International Ltd.	5	Approve Long Term Incentive Plan	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False:3.71) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:4.17) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3) Plan awards lack performance conditions. (False)	No	No	Yes
APM Human Services International Ltd.	6	Approve Grant of Performance Rights to Megan Wynne	No	For	Against		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False:3.80) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:4.17) The performance period or vesting period for options is less than '3' years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than '100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	Yes	Yes
APM Human Services International Ltd.	7	Approve Grant of Performance Rights to Michael Anghie	No	For	Against		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False:3.80) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:4.17) The performance period or vesting period for options is less than '3' years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than '100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	Yes	Yes
APM Human Services International Ltd.	8	Approve the Amendments to the Company's Constitution	No	For	Against		For	Always vote FOR this proposal.	No	Yes	Yes
Auto Trader Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Auto Trader Group Plc	2	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Auto Trader Group Plc	3	Approve Final Dividend	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Auto Trader Group Plc	4	Re-elect Ed Williams as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

# B.1.a

## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Glass Lewis Recommend ation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
Auto Trader Group Plc	5	Re-elect Nathan Coe as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Auto Trader Group Plc	6	Re-elect David Keens as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Auto Trader Group Plc	7	Re-elect Jill Easterbrook as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Auto Trader Group Plc	8	Re-elect Jeni Mundy as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Auto Trader Group Plc	9	Re-elect Catherine Faiers as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Auto Trader Group Plc	10	Re-elect Jamie Warner as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

# B.1.a

## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
Auto Trader Group Plc	11	Re-elect Sigga Sigurdardottir as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Auto Trader Group Plc	12	Elect Jasvinder Gakhal as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Auto Trader Group Plc	13	Reappoint KPMG LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Auto Trader Group Plc	14	Authorise Board to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Auto Trader Group Plc	15	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Auto Trader Group Plc	16	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Auto Trader Group Plc	17	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Specified Capital Investment	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Auto Trader Group Plc	18	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Auto Trader Group Plc	19	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For		For	Generally vote FOR this item unless the request is contentious.	No	No	Yes
Cleanaway Waste Management Limited	2	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Cleanaway Waste Management Limited	3a	Elect Mark Chellew as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No	Yes
Cleanaway Waste Management Limited	3b	Elect Michael Kelly as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No	Yes
Cleanaway Waste Management Limited	3c	Elect Jackie McArthur as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False)	No	No	Yes

# B.1.a

## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Glass Lewis Recommend ation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
Cleanaway Waste Management Limited	4a	Approve Grant of Performance Rights to Mark Schubert	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False:0.03) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False:0.30) The performance period or vesting period for options is less than 3 years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes
Cleanaway Waste Management Limited	4b	Approve Deferred Equity Rights to Mark Schubert	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False:0.03) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False:0.30) The performance period or vesting period for options is less than 3 years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes
Cleanaway Waste Management Limited	5	Approve the Increase in Maximum Aggregate Remuneration of Non-Executive Directors	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Downer EDI Limited	2A	Elect Mark Binns as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than 6 public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than 3 public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Downer EDI Limited	2B	Elect Adelle Howse as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than 6 public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than 3 public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Downer EDI Limited	2C	Elect Mark Menhinnitt as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than 6 public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than 3 public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Downer EDI Limited	2D	Elect Teresa Handicott as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than 6 public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than 3 public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Downer EDI Limited	2E	Elect Peter Watson as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than 6 public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than 3 public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Downer EDI Limited	3	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes

# B.1.a

## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
Downer EDI Limited	4	Approve Grant of Performance Rights to Grant Fenn	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False:0.07) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False:0.66) The performance period or vesting period for options is less than 3 years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes
Downer EDI Limited	5	Approve Renewal of Proportional Takeover Approval Provisions	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The proposal reduces shareholders' rights. (False)	No	No	Yes
Downer EDI Limited	6	Approve the Increase of Non-Executive Director Fee Limit	No	None	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Fortnox AB	1	Elect Chairman of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Fortnox AB	2	Designate Inspector(s) of Minutes of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Fortnox AB	3	Prepare and Approve List of Shareholders	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Fortnox AB	4	Approve Agenda of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Fortnox AB	5	Acknowledge Proper Convening of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Fortnox AB	6.A	Approve Share Savings Program 2022	No	For	For		For	Plan awards lack performance conditions. (False) The company failed to disclose adequate information on this proposal. (False) The plan allows employees to purchase stock at less than 75% of the full fair market value. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The potential dilution from this plan exceeds 10% of the current outstanding ordinary shares. (False:0.04) The potential dilution from all plans exceeds 15% of the current outstanding ordinary shares (if available). (False:0.04) The performance period or vesting period for options is less than 3 years. (False)	No	No	Yes
Fortnox AB	6.B	Approve Equity Plan Financing Through Repurchase of Own Shares	No	For	For		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False:0.05) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No	Yes
Fortnox AB	6.C	Approve Equity Plan Financing Through Transfer of Own Shares	No	For	For		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False:0.05) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No	Yes
Fortnox AB	6.D	Approve Transfer of Shares	No	For	For		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False:0.05) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	No	Yes
Fortnox AB	6.E	Approve Third Party Swap Agreement as Alternative Equity Plan Financing	No	For	Against		For	The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) Plan awards lack performance conditions. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The performance period or vesting period for options is less than 3 years. (False) The company failed to disclose adequate information on this proposal. (False)	No	Yes	Yes
Fortnox AB	7	Close Meeting	Yes					This is a non-voting item.	No	No	Yes
Games Workshop Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Games Workshop Group Plc	2	Re-elect Kevin Rountree as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than 6 public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than 3 public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Games Workshop Group Plc	3	Re-elect Rachel Tongue as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than 6 public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than 3 public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes



# B.1.a

## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Glass Lewis Recommend ation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
Games Workshop Group Plc	4	Re-elect Elaine O'Donnell as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Games Workshop Group Plc	5	Re-elect John Brewis as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Games Workshop Group Plc	6	Re-elect Kate Marsh as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Games Workshop Group Plc	7	Elect Randal Casson as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Games Workshop Group Plc	8	Reappoint KPMG LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Games Workshop Group Plc	9	Authorise Board to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Games Workshop Group Plc	10	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Games Workshop Group Plc	11	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Games Workshop Group Plc	12	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Games Workshop Group Plc	13	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
HomeServe Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
HomeServe Plc	2	Approve Remuneration Report	No	For	Against		Against	A vote AGAINST the remuneration report is warranted: - The 14.8% increase to Tom Rusin's salary is proposed in conjunction with a significantly larger LTIP under the proposed policy, creating a substantial increase to the pay package. - Concerns are raised over the timing of the increase.	Yes	No	Yes
HomeServe Plc	3	Approve Remuneration Policy	No	For	For		For	Vote FOR this proposal.	No	No	Yes
HomeServe Plc	4	Re-elect Tommy Breen as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

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HomeServe Plc	5	Re-elect Ross Clemmow as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
HomeServe Plc	6	Re-elect Roisin Donnelly as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
HomeServe Plc	7	Re-elect Richard Harpin as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
HomeServe Plc	8	Re-elect David Bower as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
HomeServe Plc	9	Re-elect Tom Rusin as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
HomeServe Plc	10	Re-elect Katrina Cliffe as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

# B.1.a

## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Glass Lewis Recommend ation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
HomeServe Plc	11	Re-elect Stella David as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
HomeServe Plc	12	Re-elect Edward Fitzmaurice as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
HomeServe Plc	13	Re-elect Olivier Gremillon as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
HomeServe Plc	14	Re-elect Ron McMillan as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
HomeServe Plc	15	Reappoint Deloitte LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
HomeServe Plc	16	Authorise Board to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
HomeServe Plc	17	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
HomeServe Plc	18	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
HomeServe Plc	19	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
HomeServe Plc	20	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
HomeServe Plc	21	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For		For	Generally vote FOR this item unless the request is contentious.	No	No	Yes
HomeServe Plc	22	Amend HomeServe 2018 Long-Term Incentive Plan	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10' % of current outstanding common stock (basic dilution). (False:10) The potential dilution of all plans, including this proposal, is more than '15' % of outstanding common stock (basic dilution). (False:10) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3) Plan awards lack performance conditions. (False)	No	No	Yes
HomeServe Plc	1	Approve Matters Relating to the Recommended Cash Acquisition of Homeserve plc by Hestia Bidco Limited	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
HomeServe Plc	1	Approve Scheme of Arrangement	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Indra Sistemas SA	1.1	Fix Number of Directors at 14	No	For	For		For	Always vote FOR this proposal.	No	No	Yes

# B.1.a

## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Glass Lewis Recommend ation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
Indra Sistemas SA	1.2	Elect Belen Amatriain Corbi as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes
Indra Sistemas SA	1.3	Elect Virginia Arce Peralta as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes
Indra Sistemas SA	1.4	Elect Axel Joachim Arendt as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes
Indra Sistemas SA	1.5	Elect Coloma Armero Montes as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes
Indra Sistemas SA	1.6	Elect Olga San Jacinto Martinez as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes
Indra Sistemas SA	1.7	Elect Bernardo Jose Villazan Gil as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	No	Yes

# B.1.a

## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Glass Lewis Recommend ation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
Indra Sistemas SA	1.8	Elect Juan Moscoso del Prado Hernandez as Director	No	For	Against		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The name, occupation or affiliation of the nominee has not been provided. (False)	No	Yes	Yes
Indra Sistemas SA	2	Amend Article 24 Re: Removal of the Casting Vote of the Board Chairman	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Indra Sistemas SA	3	Authorize Board to Ratify and Execute Approved Resolutions	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
IPH Limited	3a	Elect John Atkin as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
IPH Limited	3b	Elect Jingmin Qian as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
IPH Limited	3c	Elect Vicki Carter as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
IPH Limited	4	Ratify the Past Issuance of Consideration Shares to Smart & Biggar Vendors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
IPH Limited	5	Approve the Incentive Plan	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False: 3.4) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False: 4.19) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than '100% of the full fair market value. (False) The performance period or vesting period for options is less than '3' years. (False:3) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes
IPH Limited	6	Approve Grant of Performance Rights to Andrew Blattman	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10% of current outstanding common stock (basic dilution). (False: 0.1) The potential dilution of all plans, including this proposal, is more than '15% of outstanding common stock (basic dilution). (False:4.19) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than '100% of the full fair market value. (False) The performance period or vesting period for options is less than '3' years. (False:3) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes
IPH Limited	7	Approve the Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Nordnet AB	1	Elect Chairman of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Nordnet AB	2	Prepare and Approve List of Shareholders	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Nordnet AB	3	Designate Inspector(s) of Minutes of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Nordnet AB	4	Acknowledge Proper Convening of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Nordnet AB	5	Approve Agenda of Meeting	No	For	For		For	Always vote FOR this proposal.	No	No	Yes

# B.1.a

## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Glass Lewis Recommend ation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
Nordnet AB	6.a	Elect Henrik Rattzen as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Nordnet AB	6.b	Elect Fredrik Bergstrom as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Rada Electronic Industries Ltd.	1.1	Reelect Yossi Ben Shalom as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Rada Electronic Industries Ltd.	1.2	Reelect Joseph Weiss as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Rada Electronic Industries Ltd.	1.3	Reelect Alon Dumanis as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Rada Electronic Industries Ltd.	1.4	Reelect Guy Zur as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

# B.1.a

## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
Rada Electronic Industries Ltd.	1.5	Reelect Ofra Brown as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Rada Electronic Industries Ltd.	2	Approve Employment Terms including Grant of Options to certain Directors	No	For	For		Against	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	Yes	Yes	Yes
Rada Electronic Industries Ltd.	3	Approve Grant of Options to Yossi Ben Shalom, Chairman	No	For	For		Against	A vote AGAINST these proposals is warranted because the resulting potential level of dilution (10.68 percent) and the three-year average burn rate (2.34 percent) exceed recommended guidelines.	Yes	Yes	Yes
Rada Electronic Industries Ltd.	4	Approve Grant of Options to Dov Sella, CEO	No	For	For		Against	A vote AGAINST these proposals is warranted because the resulting potential level of dilution (10.68 percent) and the three-year average burn rate (2.34 percent) exceed recommended guidelines.	Yes	Yes	Yes
Rada Electronic Industries Ltd.	5	Approve Grant of Options to certain Executive Officers	No	For	For		Against	A vote AGAINST these proposals is warranted because the resulting potential level of dilution (10.68 percent) and the three-year average burn rate (2.34 percent) exceed recommended guidelines.	Yes	Yes	Yes
Rada Electronic Industries Ltd.	6	Reappoint Kost Forer Gabbay & Kasierer as Auditors and Authorize Board to Fix Their Remuneration	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Rada Electronic Industries Ltd.	7	Discuss Financial Statements and the Report of the Board	Yes					This is a non-voting item.	No	No	Yes
Rada Electronic Industries Ltd.	A	Vote FOR if you are a controlling shareholder or have a personal interest in one or several resolutions, as indicated in the proxy card; otherwise, vote AGAINST. You may not abstain. If you vote FOR, please provide an explanation to your account manager	No	None	Refer		Against	Vote against, as there is no personal interest in this agenda.	No	No	Yes
Rada Electronic Industries Ltd.	1	Approve Merger Agreement by and among DRS, RADA and Blackstart Ltd.	No	For	For		For	Always vote FOR this proposal.	No	No	No
Rada Electronic Industries Ltd.	1A	Vote FOR to confirm that you are NOT Merger Sub, DRS, or a DRS Related Person as defined in the proxy statement; otherwise, vote AGAINST	No	None	Refer		For	[No Guidelines] Vote case-by-case on this proposal.	No	No	No
Rada Electronic Industries Ltd.	2	Approve Purchase of a Seven-Year "Tail" Endorsement to D&O Liability Insurance Policy	No	For	For		For	Always vote FOR this proposal.	No	No	No
Rada Electronic Industries Ltd.	3	Approve Payment of Transaction Bonus to Dov Sella, CEO	No	For	Against		Against	A vote AGAINST these items is warranted, due to the significant size of the bonuses. Moreover, transaction bonuses are not considered a good governance practice as remuneration policies should already aim to attract, reward, and retain executives.	Yes	No	No
Rada Electronic Industries Ltd.	4	Approve Payment of Transaction Bonus to Yossi Ben Shalom, Executive Chairman	No	For	Against		Against	A vote AGAINST these items is warranted, due to the significant size of the bonuses. Moreover, transaction bonuses are not considered a good governance practice as remuneration policies should already aim to attract, reward, and retain executives.	Yes	No	No
Rada Electronic Industries Ltd.	5	Approve Payment of Transaction Bonus to Avi Israel, CFO	No	For	Against		Against	A vote AGAINST these items is warranted, due to the significant size of the bonuses. Moreover, transaction bonuses are not considered a good governance practice as remuneration policies should already aim to attract, reward, and retain executives.	Yes	No	No
Rada Electronic Industries Ltd.	6	Approve Grant of Equity Retention Awards by DRS to certain Office Holders of RADA	No	For	Against		Against	A vote AGAINST this item is warranted because: - The proposal would grant full-value awards consisting of restricted share units without any performance criteria attached, which is not in line with recommended guidelines. - The proposed vesting schedule is not in line with recommended guidelines.	Yes	No	No
Rada Electronic Industries Ltd.	A	Vote FOR if you are NOT a controlling shareholder and do NOT have a personal interest in one or several resolutions, as indicated in the proxy card; otherwise, vote AGAINST. If you vote AGAINST, please provide an explanation to your account manager	No	None	Refer		For	[No Guidelines] Vote case-by-case on this proposal.	No	No	No
Rada Electronic Industries Ltd.	1	Approve Payment of Transaction Bonus to Yossi Ben Shalom, Executive Chairman	No	For	Against		Against	A vote AGAINST this item is warranted, due to the significant size of the bonus. Moreover, transaction bonuses are not considered a good governance practice as remuneration policies should already aim to attract, reward, and retain executives.	Yes	No	Yes
Rada Electronic Industries Ltd.	A	Vote FOR if you are NOT a controlling shareholder and do NOT have a personal interest in one or several resolutions, as indicated in the proxy card; otherwise, vote AGAINST. If you vote AGAINST, please provide an explanation to your account manager	No	None	Refer		For	[No Guidelines] Vote case-by-case on this proposal.	No	No	Yes
RS Group Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
RS Group Plc	2	Approve Remuneration Policy	No	For	Against		Against	A vote AGAINST this item is considered warranted: - The Company proposes to introduce a one-off LTIP award with the potential to deliver up to 750% of salary for the Executive Directors. This is in addition to annual LTIP awards, currently set at 250% of salary. While a rationale is provided, it does not offset the concern raised by the quantum of the proposed award.	Yes	No	Yes
RS Group Plc	3	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
RS Group Plc	4	Approve Final Dividend	No	For	For		For	Always vote FOR this proposal.	No	No	Yes



# B.1.a

## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
RS Group Plc	5	Elect Alex Baldock as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
RS Group Plc	6	Elect Navneet Kapoor as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
RS Group Plc	7	Re-elect Louisa Burdett as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
RS Group Plc	8	Re-elect David Egan as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
RS Group Plc	9	Re-elect Rona Fairhead as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
RS Group Plc	10	Re-elect Bessie Lee as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

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## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
RS Group Plc	11	Re-elect Simon Pryce as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
RS Group Plc	12	Re-elect Lindsley Ruth as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
RS Group Plc	13	Re-elect David Sleath as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
RS Group Plc	14	Re-elect Joan Wainwright as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
RS Group Plc	15	Reappoint PricewaterhouseCoopers LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
RS Group Plc	16	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
RS Group Plc	17	Authorise UK Political Donations and Expenditure	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
RS Group Plc	18	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
RS Group Plc	19	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
RS Group Plc	20	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
RS Group Plc	21	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
RS Group Plc	22	Authorise the Company to Call General Meeting with 'Two Weeks' Notice	No	For	For		For	Generally vote FOR this item unless the request is contentious.	No	No	Yes
RS Group Plc	23	Approve Long-Term Incentive Plan	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds '10%' of current outstanding common stock (basic dilution). (False:10.00) The potential dilution of all plans, including this proposal, is more than '15%' of outstanding common stock (basic dilution). (False:10.00) The performance period or vesting period for restricted stock grants is less than '3' years. (False:3) Plan awards lack performance conditions. (False)	No	No	Yes
Shoei Co. Ltd. (7839)	1	Approve Allocation of Income, with a Final Dividend of JPY 112	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Shoei Co. Ltd. (7839)	2	Amend Articles to Disclose Shareholder Meeting Materials on Internet	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Shoei Co. Ltd. (7839)	3.1	Elect Director Shida, Masayuki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes

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## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
Shoei Co. Ltd. (7839)	3.2	Elect Director Horimoto, Takayuki	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes
Shoei Co. Ltd. (7839)	3.3	Elect Director Kobayashi, Keiichiro	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes
Shoei Co. Ltd. (7839)	3.4	Elect Director Takayama, Sumiko	No	For	For		For	The nominee is a top executive position (ISS defined) and the company failed on ISS ROE performance evaluation policy. (False) The nominee is an affiliated outsider who sits on an audit committee and the company adopts a board with an audit committee structure. (Japan only) (False) The nominee is an affiliated outsider of the US style board and the board less than 50.1% independent. (Japan only) (False) The nominee is a senior executive (representative director) and the board comprises less than 2 outsiders. (Japan) (False) ISS recommends to vote against this item because of controversial issues. (False) ISS recommends to vote against this item because of poor performance. (False)	No	No	Yes
Steadfast Group Limited	2	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Steadfast Group Limited	3	Approve Grant of Deferred Equity Awards to Robert Kelly	No	For	For		For	The company failed to disclose adequate information on this proposal. (False) The potential dilution represented by this proposal exceeds 10% of current outstanding common stock (basic dilution). (False:0.00) The potential dilution of all plans, including this proposal, is more than 15% of outstanding common stock (basic dilution). (False:0.23) The performance period or vesting period for options is less than 3 years. (False:3) Plan awards lack performance conditions. (False) The plan allows options to be priced at less than 100% of the full fair market value. (False) The plan allows the company to reprice or replace underwater options without shareholder approval. (False)	No	No	Yes
Steadfast Group Limited	4	Ratify Past Issuance of Shares to Existing and New Institutional Shareholders	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Steadfast Group Limited	5	Approve the Amendments to the Company's Constitution	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Steadfast Group Limited	6	Elect Joan Cleary as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than 6 public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than 3 public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Steadfast Group Limited	7	Elect Frank O'Halloran as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than 6 public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than 3 public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Steadfast Group Limited	8	Elect Greg Rynenberg as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than 6 public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than 3 public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	1	Accept Financial Statements and Statutory Reports	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Tate & Lyle Plc	2	Approve Remuneration Report	No	For	For		For	Vote FOR this proposal.	No	No	Yes
Tate & Lyle Plc	3	Approve Final Dividend	No	For	For		For	Always vote FOR this proposal.	No	No	Yes

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## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommend ation	ISS Recommend ation	Glass Lewis Recommend ation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
Tate & Lyle Plc	4	Re-elect Gerry Murphy as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	5	Re-elect Nick Hampton as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	6	Elect Dawn Allen as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	7	Re-elect John Cheung as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	8	Re-elect Patricia Corsi as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	9	Elect Isabelle Esser as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes

# B.1.a

## TimesSquare - Investment Manager Proxy Votes July - December 2022 Compared to ISS and Glass Lewis Recommendations

Company	SR No	Agenda Description	Non-Voting Agenda	Mgmt Recommendation	ISS Recommendation	Glass Lewis Recommendation	Investment Manager Vote	TSCM Rationale	Vote Against Mgmt	Vote Against ISS	Voted
Tate & Lyle Plc	10	Re-elect Paul Forman as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	11	Re-elect Lars Frederiksen as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	12	Re-elect Kimberly Nelson as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	13	Re-elect Sybella Stanley as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	14	Re-elect Warren Tucker as Director	No	For	For		For	The nominee is a non-independent non-executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is a non-independent non-executive and the level of board independence is inconsistent with typical market standards. (False) The nominee is an executive and sits on a key committee, which is inconsistent with typical market standards. (False) The nominee is an executive and the level of board independence is inconsistent with typical market standards. (False) The nominee sits on boards at more than '6' public companies. (False) There have been questionable transactions with conflicts of interest in the past. (False) There are records of abuses against minority shareholder interests. (False) There are specific concerns about actions of the board such as criminal wrongdoing or breach of fiduciary responsibilities. (False) The company failed to disclose adequate information on this proposal. (False) The name, occupation or affiliation of the nominee has not been provided. (False) The nominee is a CEO and sits on more than '3' public company boards (withhold only at outside boards). (False) The nominee is an incumbent and attended less than 75% of the board and committee meetings that they were scheduled to attend during the previous fiscal year without a valid excuse (e.g. illness, work on behalf of the company, service to the nation). (False)	No	No	Yes
Tate & Lyle Plc	15	Reappoint Ernst & Young LLP as Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Tate & Lyle Plc	16	Authorise the Audit Committee to Fix Remuneration of Auditors	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Tate & Lyle Plc	17	Authorise UK Political Donations and Expenditure	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Tate & Lyle Plc	18	Authorise Issue of Equity	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Tate & Lyle Plc	19	Authorise Issue of Equity without Pre-emptive Rights	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Tate & Lyle Plc	20	Authorise Issue of Equity without Pre-emptive Rights in Connection with an Acquisition or Other Capital Investment	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Tate & Lyle Plc	21	Authorise Market Purchase of Ordinary Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Tate & Lyle Plc	22	Approve Reduction and Cancellation of Capital Cumulative Preference Shares	No	For	For		For	Vote FOR, unless these are contentious issues, in which case evaluate on a case-by-case basis.	No	No	Yes
Tate & Lyle Plc	23	Adopt New Articles of Association	No	For	For		For	Always vote FOR this proposal.	No	No	Yes
Tate & Lyle Plc	24	Authorise the Company to Call General Meeting with Two Weeks' Notice	No	For	For		For	Generally vote FOR this item unless the request is contentious.	No	No	Yes

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
AAR Corp.	9/20/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the annual incentive and annual equity grants are sufficiently performance-based, significant concerns are raised regarding the CEO's special award of cash and equity intended to compensate him for two years of forgone equity awards. The value of the special award significantly exceeds the value of the forgone compensation without a compelling explanation, and the equity portion of the award lacks performance conditions.	Yes	No	No
Actinium Pharmaceuticals, Inc.	12/30/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company uses above-median benchmarking for executive compensation; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; and * Equity awards to the CEO lack any performance-contingent pay elements.	Yes	Yes	No
Adtalem Global Education Inc.	11/9/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Advanced Drainage Systems, Inc.	7/21/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
AeroVironment, Inc.	9/23/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Agilisys, Inc.	8/26/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Alkermes plc	7/7/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Alpha and Omega Semiconductor Limited	11/29/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified.	No	No	No
A-Mark Precious Metals, Inc.	10/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
American Software, Inc.	8/17/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
American Woodmark Corporation	8/18/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
AngioDynamics, Inc.	11/3/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Anterix Inc.	8/10/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While the company made some improvements to disclosure of certain metrics in the annual incentive program, there are significant concerns surrounding the LTI. Specifically, the LTI transitioned to entirely time-vesting awards in FY22, resulting in a compensation program for which the majority of pay is not linked to objective performance measures. Shareholders increasingly prefer that a majority of equity awards are performance-conditioned.	Yes	No	No
Applied Industrial Technologies, Inc.	10/25/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Apyx Medical Corporation	8/11/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company maintains agreements that contain a modified single trigger change in control provision; * The company lacks long-term performance metrics with respect to the vesting of long-term awards; and * The company lacks all of the following risk-mitigating features: compensation clawback policy, stock ownership guidelines, and stock holding requirements.	Yes	Yes	No
Argo Group International Holdings, Ltd.	12/15/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time	No	No	No
Argo Group International Holdings, Ltd.	12/15/2022	Management	Yes	28	Advisory Vote to Ratify Named Executive Officers' Compensation	None	Do Not Vote	Do Not Vote	Do Not Vote	DO NOT VOTE on this card.	No	No	No
Aviat Networks, Inc.	11/9/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Avnet, Inc.	11/17/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
AZZ Inc.	7/12/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Ballantyne Strong, Inc.	12/6/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Barnes & Noble Education, Inc.	9/22/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Bed Bath & Beyond Inc.	7/14/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
BGC Partners, Inc.	12/30/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The CEO's pay includes a relatively high salary and an excessive bonus opportunity, and the short-term incentive program includes limited disclosure on performance goals and actual performance. The CEO further received a grant of shares that appears fully-vested, relating to the monetization of previously granted units not included in the compensation tables. In addition, significant concerns are raised with respect to the complex equity structure of various partnership units and exchangeability programs. Moreover, the company maintains agreements that contain a single-trigger change in control and excise tax gross-up provisions. Lastly, equity awards allow for auto-accelerated vesting upon a change-in-control event and the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	No	No
BGSF, Inc.	8/3/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Boot Barn Holdings, Inc.	8/29/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Boston Omaha Corporation	8/13/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. The co-CEOs' pay was high primarily due to outsized bonus payouts under the management incentive bonus plan. Although the payouts were based on an objective performance goal, the size of the bonuses is excessive, which is further exacerbated by the co-CEO structure, resulting in even higher pay for the CEO position.	Yes	No	No
Box, Inc.	7/14/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Brinker International, Inc.	11/17/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Bristow Group Inc.	8/2/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
CACI International Inc	10/20/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
CalAmp Corp.	7/26/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
Cantaloupe, Inc.	11/30/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Capri Holdings Limited	8/3/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given that that company provided the CEO a large amount of automobile-related and life insurance-related perquisites. Concerns are also raised with respect to the lack of long-term performance metrics for the CEO's awards in the most recent fiscal year.	Yes	Yes	No
Cardiovascular Systems, Inc.	11/8/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Casey's General Stores, Inc.	8/30/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Catalyst Pharmaceuticals, Inc.	9/19/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards to the CEO lack any performance-contingent pay elements; * The company targets all components of executive compensation above the median of its peer group; and * The company does not employ several risk-mitigating measures in its executive compensation programs.	Yes	Yes	No
Cavco Industries, Inc.	8/2/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No



Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Champions Oncology, Inc.	10/20/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * Equity awards allow for auto-accelerated vesting upon a change-in-control event; * The company lacks certain risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives; and * The company does not disclose any pre-set metrics and goals for the CEO's bonus and the CFO's bonus and equity award.	Yes	Yes	No
Chuy's Holdings, Inc.	7/28/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Cimpress plc	11/16/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company paid an excessive tax gross-up for the CEO's financial/tax advisory services; * The company continues to use above-median benchmarking for CEO total pay; * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; and * Equity awards allow for auto-accelerated vesting upon a change-in-control event.	Yes	Yes	No
CIRCOR International, Inc.	10/4/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Cirrus Logic, Inc.	7/29/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Coda Octopus Group, Inc.	9/22/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Coherent Corp.	11/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Columbus McKinnon Corporation	7/18/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Commvault Systems, Inc.	8/24/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Computer Task Group, Incorporated	9/20/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant issues were identified at this time.	No	No	No
Comtech Telecommunications Corp.	12/15/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The payment of severance to former CEO Kornberg, whose separation is unclear whether it is involuntary, and the payment of severance and equity award vesting acceleration upon former CEO Porcelain's voluntary resignation, is problematic. Severance is appropriate only for involuntary or constructive job loss. Investors expect clear and forthright disclosure around the nature of an executive's termination and how the board determined to pay severance.	Yes	No	No
Consumer Portfolio Services, Inc.	8/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support. In addition, equity awards allow for auto-accelerated vesting upon a change-in-control event, the company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives, and equity awards to the CEO lack any performance-contingent pay elements.	Yes	No	No
Coty Inc.	11/3/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO Nabi's pay declined for the year in review, consisting only of base salary, following her \$280 million sign-on RSU award in the prior year. However, a review of the pay program reveals persistent concerning features. Specifically, NEO pay consisted primarily of base salary and equity awards that lack performance vesting conditions. Investors increasingly expect a meaningful portion of incentives to be tied to pre-set performance goals. Further, there are renewed concerns regarding high base salaries without a compelling rationale. Notably, these significant concerns for the year in review follow multiple years of problematic pay decisions at the company.	Yes	No	No
CRA International, Inc.	7/19/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
CSW Industrials, Inc.	8/25/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO received a sizable one-time retention equity award in the most recent fiscal year. While the award is meant to retain the CEO over multiple years, the grant value is considered to be excessive. Further, only a portion of the award will be earned based on pre-set performance criteria. Investors generally expect special awards to be strongly performance-based and reasonable in magnitude.	Yes	No	No

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Culp, Inc.	9/28/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Some concerns are raised given that a STI goal was set below the previous year's actual performance, the relatively high bonus opportunity of the CEO, and the undisclosed goals under the LTI program. However, such concerns are mitigated at this time as annual bonuses were not paid out and prior cycle PRSUs were forfeited as their respective goals were unmet, and both the STI and LTI programs are entirely performance-based.	No	No	No
Daktronics, Inc.	9/7/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Daseke, Inc.	7/6/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Following the low support for last year's say-on-pay proposal, the committee demonstrated poor responsiveness. Neither shareholder engagement efforts nor feedback were disclosed. While the committee discloses some changes to the FY21 pay program, it is difficult to determine if these sufficiently address the investor concerns which led to low support for the prior year's compensation proposal. Further concerns are raised by the pay program for the year in review. Although annual incentives were entirely based on a financial metric, the target and actual result for this metric were not disclosed. Further, although the CEO's long-term incentive was granted predominantly in performance-based equity, forward-looking goals for both the PSU metric and modifier are not disclosed. This is particularly concerning as the payout for the annual incentive was well above target and the value of the CEO's LTI opportunity increased year-over-year.	Yes	No	No
Deckers Outdoor Corporation	9/12/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Donaldson Company, Inc.	11/18/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Dorian LPG Ltd.	9/27/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
DXC Technology Company	7/26/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Eagle Materials Inc.	8/5/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Eagle Pharmaceuticals, Inc.	7/28/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
eGain Corporation	12/6/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. Equity awards were entirely time-vesting and there is poor disclosure under the short-term incentive plan. In addition, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	No	No
Electromed, Inc.	11/11/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Ennis, Inc.	7/14/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single trigger change in control provision. * The company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No
ePlus inc.	9/15/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Evolution Petroleum Corporation	12/8/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Extreme Networks, Inc.	11/17/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Fabrinet	12/8/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Flexsteel Industries, Inc.	12/14/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Frequency Electronics, Inc.	10/6/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Friedman Industries, Incorporated	9/13/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

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GMS Inc.	10/19/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Graham Corporation	7/27/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Greenlight Capital Re, Ltd.	7/26/2022	Management	Yes	28	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee demonstrated sufficient responsiveness following last year's failed say-on-pay vote. In addition, pay and performance are reasonably aligned at this time.	No	No	No
GSI Technology, Inc.	8/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to an unmitigated pay-for-performance misalignment. While annual bonuses are based on a pre-set measure, the performance goals under the annual incentive program were not disclosed. In addition, the NEOs' equity awards are comprised entirely of time-vesting stock options.	Yes	No	No
Guidewire Software, Inc.	12/20/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were primarily determined by pre-set objective metrics, and half of PRSUs are measured over a multi-year period with forward-looking target goals disclosed. However, some concerns are noted as the remaining performance-based shares utilize an overlapping, one-year metric with the annual incentive plan and the CEO's grant value increased, without compelling rationale.	No	No	No
H&R Block, Inc.	11/4/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Haemonetics Corporation	8/5/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	There is some concern raised by the structure of one-time retention awards provided to certain NEOs in FY22, as the awards were entirely time based, with relatively short vesting requirements. However, there are mitigating factors for the year in review. The STI is based entirely on objective financial measures, and payouts are in-line with company performance. Further, half of the LTI was granted in PSUs earned based on clearly disclosed multi-year goals, with a vesting cap in the event of negative absolute TSR. Lastly, closing-cycle PSUs were forfeited based on relative TSR underperformance. On balance of these factors, a vote FOR this proposal is warranted, with caution. Continued close monitoring of one-time pay program decisions is warranted.	No	No	No
Hawkins, Inc.	8/4/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Hill International, Inc.	7/6/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
HomeTrust Bancshares, Inc.	11/14/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Houlihan Lokey, Inc.	9/21/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Inter Parfums, Inc.	9/9/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Iteris, Inc.	9/8/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
James River Group Holdings, Ltd.	10/25/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
John B. Sanfilippo & Son, Inc.	11/3/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
John Wiley & Sons, Inc.	9/29/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Kearny Financial Corp.	10/27/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Kennametal, Inc.	10/25/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Kewaunee Scientific Corporation	8/24/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Key Tronic Corporation	10/27/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
KIMBALL ELECTRONICS, INC.	11/11/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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Kimball International, Inc.	10/21/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Kingstone Companies, Inc.	8/11/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The CEO's equity awards in the most recent fiscal year were entirely time-vesting. * Equity award arrangements provide for single-trigger vesting upon a change-in-control. * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
Korn Ferry	9/22/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time. In addition, following last year's failed say-on-pay vote result, the compensation committee demonstrated sufficient responsiveness.	No	No	No
Landec Corporation	11/1/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Lantronix, Inc.	11/8/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
La-Z-Boy Incorporated	8/30/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
LifeVantage Corporation	11/10/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
LivePerson, Inc.	8/4/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
LiveRamp Holdings, Inc.	8/9/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
LSI Industries Inc.	11/1/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Lumentum Holdings Inc.	11/16/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Madison Square Garden Entertainment Corp.	12/6/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. There are significant disclosure concerns identified, as the company does not disclose quantified goals for the financial metrics utilized in the STI or LTI program. In addition, a significant portion of the STI is based on strategic objectives. Concerns are also raised regarding the magnitude of the CEO's base salary, target STI opportunity, and equity award value. In addition, the company provided an inordinate amount of perquisites to the CEO, including large personal use of corporate aircraft and automobile perks. Furthermore, the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	No	No
Madison Square Garden Sports Corp.	12/9/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to a problematic pay practice. An NEO received sizable severance and accelerated vesting of all outstanding equity awards upon a resignation which does not appear involuntary. Additionally, the company provided an inordinate amount of personal use of corporate aircraft and automobile-related perquisites to the CEO, and the company lacks certain risk-mitigating provisions such as a clawback policy, stock ownership guidelines, or holding period requirements for executives.	Yes	No	No
Malibu Boats, Inc.	11/3/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Mandiant, Inc.	7/7/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual-cycle equity awards are half performance-based, the majority of the grants use annual performance periods. Investors generally prefer for a majority of equity to be based on multi-year performance goals. Further, for FY21 grants, the annual performance period was further shortened due to the sale of a business. While adjusting metrics upon a significant sale is not unusual, in this case, this resulted in a portion of long-term incentives vesting above target based on performance over a relatively short timeframe. Lastly, the COO received an outsized new hire equity award, resulting in him being the most highly compensated NEO.	Yes	No	No
Mastercraft Boat Holdings, Inc.	10/25/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No

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Matrix Service Company	12/5/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the misalignment between pay and performance is mitigated at this time. Annual incentives were based on pre-set financial goals, no payouts were paid when goals were not met, and the company applied negative discretion to the payouts under the safety goals component. In addition, majority of the equity awards are performance-based, and no awards were earned for the prior performance cycle in line with company performance.	No	No	No
Mercury Systems, Inc.	10/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO pay was elevated for the year in review, as the company granted FY23 equity awards and additional retention grants. The awards were half time-vesting and the performance-based portion shared the same performance period and goals as the annual equity grants. Lastly, target vesting for median performance is not viewed as a rigorous performance goal, particularly given the aggregate magnitude of the equity grants.	Yes	No	No
Methode Electronics, Inc.	9/14/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. In response to relatively low support for last year's say-on-pay proposal, the compensation committee engaged with shareholders and disclosed specific shareholder feedback, but did not take any meaningful action to address shareholder concerns. Therefore, the committee did not demonstrate sufficient responsiveness to last year's say-on-pay vote result. A pay-for-performance misalignment exists for the year under review, though mitigating factors have been identified. Although a concern is noted regarding goal rigor, annual incentives are sufficiently performance-based and the company refrained from granting equity awards to the NEOs after they received substantial front-loaded awards the prior year.	Yes	No	No
Miller Industries, Inc.	9/23/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR for this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
MillerKnoll, Inc.	10/17/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO.	Yes	Yes	No
Modine Manufacturing Company	7/21/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain a modified single trigger change in control provision.	Yes	Yes	No
Natural Alternatives International, Inc.	12/2/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives; * The company does not disclose any pre-set metrics and goals for the CEO's and other NEOs' bonus and equity awards; and * The company provided to the CEO sizable perquisites amounting to \$65,614 in FY2022 that are not specifically enumerated.	Yes	Yes	No
Nautilus, Inc.	8/2/2022	Management	Yes	7	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Neogen Corporation	10/6/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Newmark Group, Inc.	9/28/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. As noted in prior years, annual incentive opportunities are outsized and the program incorporates significant committee discretion. Incentive awards also use just an annual performance period. Further, in FY21 the committee awarded the chairman a sizable cash retention bonus, \$20 million of which was paid immediately. The company also maintains legacy agreements that contain single trigger cash severance, excise tax gross-up and auto-accelerated equity vesting change-in-control provisions. The CEO was also granted an inordinate amount for the automobile-related perquisites. Lastly, the company lacks risk-mitigating provisions.	Yes	No	No
NextGen Healthcare, Inc.	8/17/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Following last year's low say-on-pay vote result, the company disclosed details of its engagement efforts with shareholders, and specific feedback received. In response to the feedback and concerns expressed by shareholders, the company made positive changes to the pay program, which address shareholders' disclosed feedback. As such, the compensation committee demonstrated sufficient responsiveness to shareholder concerns.	No	No	No
Nicholas Financial, Inc.	8/30/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Northeast Bank	11/15/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No

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NVE Corporation	8/4/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
OPKO Health, Inc.	7/14/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Orion Energy Systems, Inc.	8/4/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that the compensation committee demonstrated sufficient responsiveness to last year's failed say-on-pay vote. In addition, although a concern is noted, pay and performance are reasonably aligned at this time.	No	No	No
OSI Systems, Inc.	12/13/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual incentives were entirely determined by a pre-set financial metric and long-term incentives are entirely performance conditioned, with the target payout subject to a multi-year performance period, there are significant structural concerns within both programs. The annual bonus target was set below the prior year's actual performance and, despite a year-over-year decline in performance, resulted in a near-maximum payout. Additionally, although the target of the performance equity grant utilizes a three-year performance period, any upside is based only on one-year performance periods, and can potentially earn nearly three times as many shares as the target. This potential upside significantly exceeds market norms.	Yes	No	No
Performance Food Group Company	11/16/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
PFSweb, Inc.	8/23/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted given that the company recently entered into new bonus agreements with certain NEOs that provide for a single-trigger cash bonuses, along with gross-up payments, in the event of a sale of the company.	Yes	No	No
Phibro Animal Health Corporation	11/7/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an excessive amount for the CEO's financial/tax planning requisite. In addition, concerns are raised as the company does not disclose a sufficient compensation clawback policy, sufficient stock ownership guidelines, or holding period requirements for executives.	Yes	Yes	No
PlayAGS, Inc.	7/1/2022	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the pay-for-performance alignment is mitigated at this time. Majority of the CEO's large equity awards are subject to the achievement of rigorous stock price goals.	No	No	No
Premier, Inc.	12/2/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified at this time. In addition, following last year's failed say-on-pay vote result, the compensation committee demonstrated sufficient responsiveness.	No	No	No
Prestige Consumer Healthcare Inc.	8/2/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant issues were identified at this time.	No	No	No
Pro-Dex, Inc.	11/17/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Provident Financial Holdings, Inc.	11/29/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the company demonstrated poor responsiveness to shareholder concerns following last year's low say-on-pay support.	Yes	No	No
QuinStreet, Inc.	10/31/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
RBC Bearings Incorporated	9/8/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although the compensation committee has demonstrated sufficient responsiveness to last year's failed say-on-pay vote, pay-for-performance concerns persist for the year in review. In particular, the performance targets in the equity incentive program are not disclosed, even for the completed annual cycle, and the magnitude of the CEO's FY22 equity continues to be outsized, even after a sharp decline in value compared to the previous year.	Yes	No	No
RCM Technologies, Inc.	12/15/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted the company maintains a modified single trigger change in control provision in its severance agreement with an executive.	Yes	Yes	No
Resources Connection, Inc.	10/20/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Richardson Electronics, Ltd.	10/4/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreement that contain a modified single trigger change in control provision. Furthermore, CEO equity awards in the most recent fiscal year are entirely time-vesting.	Yes	Yes	No
Riverview Bancorp, Inc.	8/24/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
SelectQuote, Inc.	11/15/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Semler Scientific, Inc.	10/20/2022	Management	Yes	2	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Skyline Champion Corporation	7/26/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Smith & Wesson Brands, Inc.	9/12/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Southern Missouri Bancorp, Inc.	10/31/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned.	No	No	No
Spectrum Brands Holdings, Inc.	8/9/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Spok Holdings, Inc.	7/26/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Standex International Corporation	10/25/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
StarTek, Inc	11/21/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company does not disclose any pre-set metrics and goals for the CEO's bonus and equity awards; * Equity awards allow for auto-accelerated vesting upon a change-in-control event; and * The company lacks risk-mitigating provisions such as a clawback policy, stock ownership guidelines or holding period requirements for executives.	Yes	Yes	No
Steelcase Inc.	7/13/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted because the STI program is predominantly based on objective financial criteria and annual target goals appear reasonable. However, there are significant concerns regarding equity awards. The LTI program emphasizes one-year measurement periods, rather than a long-term focus. Moreover, the company made numerous one-time promotion and retention awards that lack performance vesting criteria. This resulted in only a small portion of the new CEO's pay being tied to objective performance criteria. Moreover, the company discloses that additional one-time awards were made in the following year, and maintains agreements that contain excise tax gross-up provisions.	Yes	No	No
STRATTEC SECURITY CORPORATION	10/11/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company maintains agreements that contain a modified single trigger change in control provision; * Equity award arrangements provide for automatic accelerated vesting upon a CIC; * The company does not disclose a compensation clawback policy, stock ownership guidelines, or holding period requirements for executives; and * The company does not condition vesting of long-term awards on achievement of performance goals.	Yes	Yes	No
Stride, Inc.	12/9/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Tecnoglass Inc.	12/15/2022	Management	Yes	3	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted given that a review of the company's executive pay program does not raise significant concerns at this time.	No	No	No
TESSCO Technologies Incorporated	7/28/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the following problematic pay practices: * The excessive life insurance perquisite provided to the CEO; * The lack of risk-mitigating features under the executive pay program; * Single-trigger vesting acceleration of equity awards upon a change-in-control; and * The lack of disclosure on performance goals for the short-term or long-term incentives.	Yes	Yes	No
The Container Store Group, Inc.	8/31/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
The Hain Celestial Group, Inc.	11/17/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No



Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Thermon Group Holdings, Inc.	8/1/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Transcat, Inc.	9/7/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Twin Disc, Incorporated	10/27/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Unico American Corporation	10/13/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as the company's executive pay program does not raise significant concerns at this time.	No	No	No
Unifi, Inc.	11/2/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
V2X, Inc.	10/27/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Viavi Solutions Inc.	11/9/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. In response to a low say-on-pay vote result, the company engaged with shareholders, disclosed their feedback in the proxy statement, and addressed shareholder concerns, including a firm commitment not to repeat one-time actions shareholders disfavored. Moreover, the pay-for-performance misalignment for the year in review was sufficiently mitigated. CEO pay decreased significantly year-over-year, reflecting the absence of the one-time retention awards granted in the prior year, with total CEO pay modestly above the median of company-defined peers. Additionally, half of the company's annual equity awards are conditioned on clearly disclosed and rigorous relative TSR performance targets measured over a multi-year period, and annual incentives were earned below target levels, in line with company performance.	No	No	No
Vista Outdoor Inc.	7/26/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Wave Life Sciences Ltd.	8/9/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although annual incentives were based on pre-set clinical and operating goals, specific goal weightings and range of potential payouts remain undisclosed. Moreover, equity awards (which is the main component of total CEO pay for the year in review) lack objective performance criteria.	Yes	No	No
Winnebago Industries, Inc.	12/13/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
WisdomTree Investments, Inc.	7/15/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Although quantitative measures will weigh more heavily in the incentive compensation pool funding for FY22, final payouts will continue to be determined by committee discretion. In addition, notwithstanding certain disclosure improvements, disclosure of threshold and maximum goals, as well as individual performance achievements remains lacking. Although half of the CEO and COO's equity grants were performance-based, the targeting of relative TSR at merely median performance is not considered to be particularly rigorous. In addition, the majority of certain NEOs' equity awards lacked performance conditions.	Yes	No	No
World Acceptance Corporation	8/17/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

Parameters Used:  
Location(s): All locations  
Account Group(s): All account groups  
Institution Account(s): Dimensional Fund Advisors  
Custodian Account(s): All custodian accounts  
Reporting Period: 7/1/22 to 12/31/22

Meeting Overview

Category	Number	Percentage
Number of votable meetings	167	
Number of meetings voted	167	100.00%
Number of meetings with at least 1 vote Against, Withhold or Abstain	43	25.75%

Ballot Overview

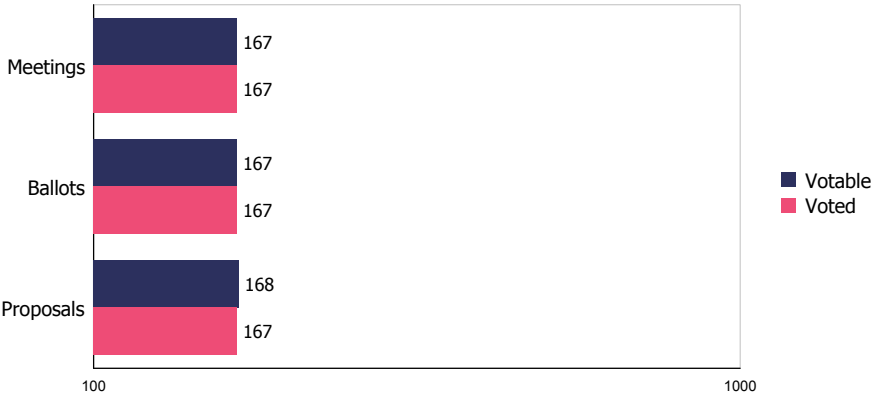
Category	Number	Percentage
Number of votable ballots	167	
Number of ballots voted	167	100.00%

Proposal Overview

Category	Number	Percentage
Number of votable items	168	
Number of items voted	167	99.40%
Number of votes FOR	0	0.00%
Number of votes AGAINST	0	0.00%
Number of votes ABSTAIN	0	0.00%
Number of votes WITHHOLD	0	0.00%
Number of votes on MSOP	167	100.00%
Number of votes With Policy	167	100.00%
Number of votes Against Policy	0	0.00%
Number of votes With Mgmt	124	74.25%
Number of votes Against Mgmt	43	25.75%
Number of votes on Shareholder Proposals	0	0.00%

Notes: Instructions of Do Not Vote are not considered voted. Frequency on Pay votes of 1, 2, 3 years are counted by type (For, Against, etc.) per proposal. Votes on MSOP proposals will only be counted as a vote on MSOP and not as the actual vote cast (For, Against, etc.) per proposal to avoid duplication of data. In cases of different votes submitted across ballots for a single meeting, votes cast are distinctly counted by type (For, Against, etc.) per proposal. So, a meeting may have inflated total votes submitted than unique proposals voted.

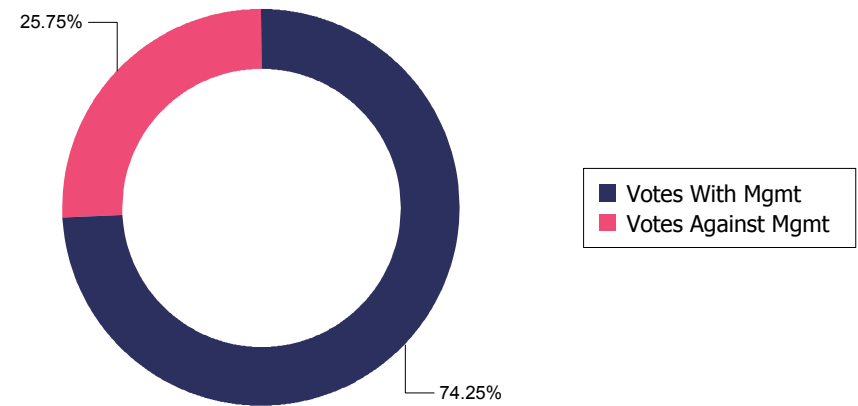
Voting Statistics



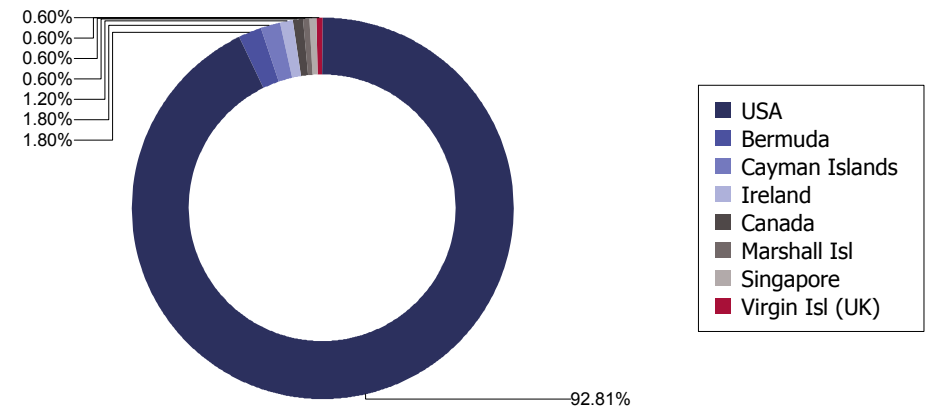
No graphical representation provided.

**Vote Alignment with Policy**

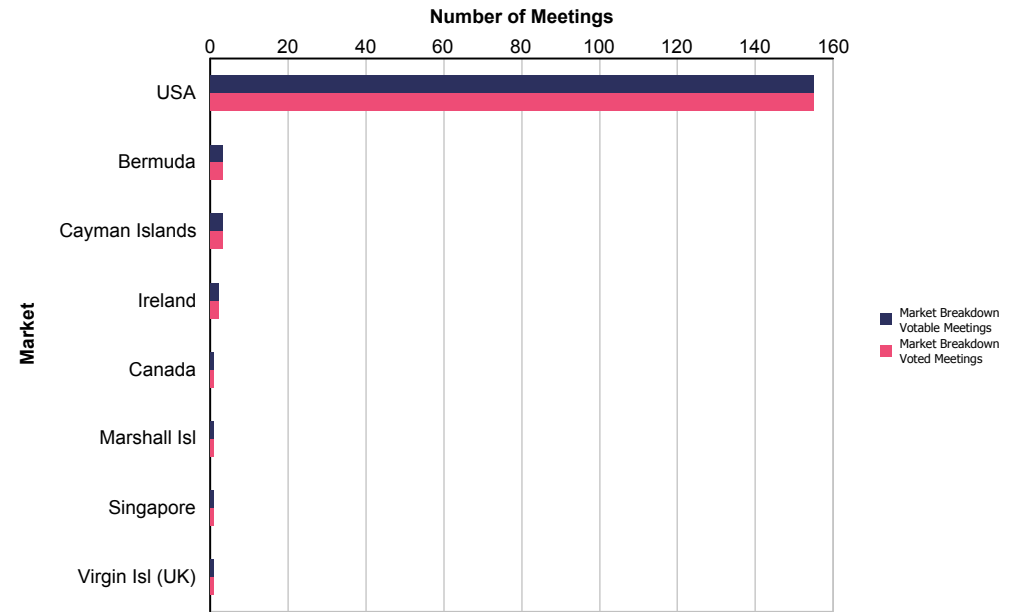
No graphical representation provided.

**Vote Alignment with Management****Market Breakdown**

Market	Votable Meetings	Voted Meetings	Percentage
USA	155	155	100.00%
Bermuda	3	3	100.00%
Cayman Islands	3	3	100.00%
Ireland	2	2	100.00%
Canada	1	1	100.00%
Marshall Isl	1	1	100.00%
Singapore	1	1	100.00%
Virgin Isl (UK)	1	1	100.00%

**Meetings Voted by Market**

## Market Voting Statistics



## Analysis of Votes: AGAINST/ABSTAIN/WITHHOLD

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Daseke, Inc.	06-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Mandiant, Inc.	07-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Steelcase Inc.	13-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ennis, Inc.	14-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
OPKO Health, Inc.	14-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
WisdomTree Investments, Inc.	15-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Modine Manufacturing Company	21-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DXC Technology Company	26-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
TESSCO Technologies Incorporated	28-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Capri Holdings Limited	03-Aug-22	Virgin Isl (UK)	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Wave Life Sciences Ltd.	09-Aug-22	Singapore	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	6. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Anterix Inc.	10-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Apyx Medical Corporation	11-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Kingstone Companies, Inc.	11-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Boston Omaha Corporation	13-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PFSweb, Inc.	23-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CSW Industrials, Inc.	25-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Consumer Portfolio Services, Inc.	25-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
GSI Technology, Inc.	25-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
RBC Bearings Incorporated	08-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Methode Electronics, Inc.	14-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Catalyst Pharmaceuticals, Inc.	19-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AAR Corp.	20-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Newmark Group, Inc.	28-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Richardson Electronics, Ltd.	04-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
STRATTEC SECURITY CORPORATION	11-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
MillerKnoll, Inc.	17-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Champions Oncology, Inc.	20-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Mercury Systems, Inc.	26-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Coty Inc.	03-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Phibro Animal Health Corporation	07-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Cimpress plc	16-Nov-22	Ireland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
StarTek, Inc	21-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Provident Financial Holdings, Inc.	29-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Natural Alternatives International, Inc.	02-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Madison Square Garden Entertainment Corp.	06-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	5. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
eGain Corporation	06-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Madison Square Garden Sports Corp.	09-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
OSI Systems, Inc.	13-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Comtech Telecommunications Corp.	15-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
RCM Technologies, Inc.	15-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Actinium Pharmaceuticals, Inc.	30-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against



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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
BGC Partners, Inc.	30-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

**Analysis of Votes Against Policy**

There are no votes against policy.

**Analysis of Votes Against Management**

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Daseke, Inc.	06-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Mandiant, Inc.	07-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Steelcase Inc.	13-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ennis, Inc.	14-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
OPKO Health, Inc.	14-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
WisdomTree Investments, Inc.	15-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Modine Manufacturing Company	21-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DXC Technology Company	26-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
TESSCO Technologies Incorporated	28-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Capri Holdings Limited	03-Aug-22	Virgin Isl (UK)	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Wave Life Sciences Ltd.	09-Aug-22	Singapore	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	6. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Anterix Inc.	10-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Apyx Medical Corporation	11-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Kingstone Companies, Inc.	11-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Boston Omaha Corporation	13-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
PFSweb, Inc.	23-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
CSW Industrials, Inc.	25-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Consumer Portfolio Services, Inc.	25-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
GSI Technology, Inc.	25-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
RBC Bearings Incorporated	08-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Methode Electronics, Inc.	14-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Catalyst Pharmaceuticals, Inc.	19-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AAR Corp.	20-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Newmark Group, Inc.	28-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Richardson Electronics, Ltd.	04-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
STRATTEC SECURITY CORPORATION	11-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
MillerKnoll, Inc.	17-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Champions Oncology, Inc.	20-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Mercury Systems, Inc.	26-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Coty Inc.	03-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Phibro Animal Health Corporation	07-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Cimpress plc	16-Nov-22	Ireland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
StarTek, Inc	21-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Provident Financial Holdings, Inc.	29-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Natural Alternatives International, Inc.	02-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Madison Square Garden Entertainment Corp.	06-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	5. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
eGain Corporation	06-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Madison Square Garden Sports Corp.	09-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
OSI Systems, Inc.	13-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Comtech Telecommunications Corp.	15-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

**Analysis of Votes Against Management (Continued)**

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
RCM Technologies, Inc.	15-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Actinium Pharmaceuticals, Inc.	30-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	4. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
BGC Partners, Inc.	30-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

**Unvoted Meetings**

**There are no unvoted meetings.**

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
ABIOMED, Inc.	08/10/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. After receiving relatively low support for last year's say-on-pay proposal, the compensation committee did not take any meaningful actions to address shareholders' concerns. The company does not make a firm commitment not to grant special awards outside of extraordinary circumstances and no changes have been made to the LTI program since the 2021 say-on-pay vote. In addition, the 2022 proxy statement does not appear to provide any material improvement in disclosure surrounding the annual and long-term incentive metrics. Accordingly, the compensation committee has not sufficiently responded to shareholders' concerns. In addition, pay-for-performance concerns exist for the year under review. Lack of disclosure remains a significant concern with respect to annual and long-term performance metrics, which is magnified given the CEO's relatively high target bonus opportunity and above-target payout. The lack of robust disclosure impedes investors' ability to assess the rigor of incentive pay programs and pay-performance linkage. The committee's discretion to determine payouts within a pre-determined range further diminishes the transparency of the annual incentive program. In addition, the primary metric used for the LTI program continues to be based on a one-year performance period and overlaps with one of the primary metrics under the annual incentive program, raising concerns about the long-term focus of the LTI program and the possibility of duplicative payments for achieving the same goal.	Yes	No	No
Advanced Drainage Systems, Inc.	07/21/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Albertsons Companies, Inc.	08/04/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Amcor plc	11/09/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives primarily are primarily performance-based, with equity awards utilizing a multi-year performance period and above-median targets for relative awards. However, concerns remain regarding limited disclosure of annual goals and an absence of a payout cap for negative absolute TSR performance.	No	No	No
Apartment Income REIT Corp.	12/07/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as no significant concerns were identified and pay and performance are reasonably aligned at this time.	No	No	No
Aspen Technology, Inc.	12/15/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual incentives are entirely based on pre-set objective performance goals, regular annual equity awards are entirely time-based and the CEO received a large special equity grant that also lacked performance criteria. Although the CEO did not receive a regular equity grant in FY23, the company does not provide a rationale for the special award's large magnitude and lack of performance conditions.	Yes	No	No
Automatic Data Processing, Inc.	11/09/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual and long-term incentives are primarily performance-based and long-term incentives utilize a multi-year performance period.	No	No	No
AutoZone, Inc.	12/14/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company paid significant tax gross-up related to the CEO's executive life insurance perk. In addition, concerns are raised with respect to the lack of pre-set performance goals in the long-term incentive plan, which warrants further monitoring particularly if pay and performance do not remain aligned in future.	Yes	Yes	No
Avangrid, Inc.	07/20/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the CEO received tax gross-ups related to relocation benefits.	Yes	Yes	No
Avnet, Inc.	11/17/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Bill.com Holdings, Inc.	12/08/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Several NEOs received outsized total pay driven by large, one-time equity grants. Two such grants were entirely time-based, and the company did not disclose a rationale for the awards' magnitude and lack of performance-based vesting. In addition, an NEO received excessive severance upon a voluntary resignation.	Yes	No	No

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Bio-Techne Corporation	10/27/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. In response to a low say-on-pay vote result, the company engaged with shareholders and disclosed the feedback received in the proxy statement. While the committee made certain improvements in disclosure surrounding its rationale for past pay decisions and the current program structure, no changes or firm commitments appear to have been made to address all of shareholders' concerns. In addition, though pay and performance are reasonably aligned at this time, continued monitoring of the pay program structure is warranted, as the LTI program continues to utilize the same performance metrics as the STI. In addition, the company does not disclose the forward-looking performance goals in the LTI.	Yes	No	No
Booz Allen Hamilton Holding Corporation	07/27/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as short-term incentives are based on a pre-set financial performance metric and long-term incentives continue to be majority performance-based and measured over a multi-year period.	No	No	No
Broadridge Financial Solutions, Inc.	11/10/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives are majority-based on preset financial performance goals, and the company targets half of long-term incentives to be performance-based.	No	No	No
CACI International Inc	10/20/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Capri Holdings Limited	08/03/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted given that that company provided the CEO a large amount of automobile-related and life insurance-related perquisites. Concerns are also raised with respect to the lack of long-term performance metrics for the CEO's awards in the most recent fiscal year.	Yes	Yes	No
Cardinal Health, Inc.	11/09/2022	Management	Yes	15	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft to the CEO.	Yes	Yes	No
Casey's General Stores, Inc.	08/30/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Catalent, Inc.	10/27/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay and performance are reasonably aligned at this time. Annual incentives are predominantly based on preset financial goals, and long-term incentives are targeted to be half performance-based.	No	No	No
ChargePoint Holdings, Inc.	07/12/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. Equity awards made during the most recent fiscal year were entirely time vesting. Investors generally prefer for at least a portion of grants to require the achievement of performance vesting criteria. Further, the committee removed a performance hurdle from the CEO's previously granted equity awards.	Yes	No	No
Cintas Corporation	10/25/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives are based primarily on financial performance and regular annual equity grants were entirely performance-conditioned. However, some concern is raised given that the performance-based awards relied on a one-year performance period and utilized the same metrics as the annual incentives program.	No	No	No
Cirrus Logic, Inc.	07/29/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Cisco Systems, Inc.	12/08/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted. The annual bonus was primarily based on pre-set objective metrics, while the financial metrics utilized rigorous goals and an individual performance metric was replaced at shareholders' request. Further, a majority of the annual equity grant was in performance-conditioned equity, though a concern is noted regarding annually set performance goals. Continued monitoring is warranted given an expected additional one-time equity grant in FY23.	No	No	No
Coherent Corp.	11/16/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Conagra Brands, Inc.	09/21/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Constellation Brands, Inc.	07/19/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay-and-performance are reasonably aligned for the year in review. Annual incentives were determined by pre-set financial metrics. However, the long-term equity awards remain mostly time-based.	No	No	No

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Copart, Inc.	12/02/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The new co-CEO received a large, front-loaded equity grant, only slightly more than half of which is performance-vesting. Given that the award is intended to cover four years of equity pay, investors likely expected a more substantial portion of the award to be performance-based. Further, the performance-vesting condition carries certain risks, as the structure may reward for short peaks in stock price performance near the time of exercise. In addition, although the committee took the positive step of disclosing a more formulaic annual incentive program, a significant portion of the annual incentive remained tied to subjective individual criteria, and the company did not disclose any financial or non-financial performance targets or achievements under the program. The lack of these key disclosures inhibits an assessment of goal rigor. Lastly, concerns are also raised with respect to the excessive corporate aircraft and automobile perquisites provided to co-CEO Adair.	Yes	No	No
Coty Inc.	11/03/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO Nabi's pay declined for the year in review, consisting only of base salary, following her \$280 million sign-on RSU award in the prior year. However, a review of the pay program reveals persistent concerning features. Specifically, NEO pay consisted primarily of base salary and equity awards that lack performance vesting conditions. Investors increasingly expect a meaningful portion of incentives to be tied to pre-set performance goals. Further, there are renewed concerns regarding high base salaries without a compelling rationale. Notably, these significant concerns for the year in review follow multiple years of problematic pay decisions at the company.	Yes	No	No
Darden Restaurants, Inc.	09/21/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentives remain sufficiently performance-based and the company targets half of its regular equity awards to be conditioned on long-term performance.	No	No	No
Deckers Outdoor Corporation	09/12/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Donaldson Company, Inc.	11/18/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
DXC Technology Company	07/26/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted, as the company provided excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Dynatrace, Inc.	08/24/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Eagle Materials Inc.	08/05/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Elastic N.V.	10/06/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although some concerns are noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Electronic Arts Inc.	08/11/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Following last year's low say-on-pay vote result, the compensation committee engaged with shareholders, disclosed specific feedback received, and implemented positive pay program changes and disclosure improvements. Accordingly, the committee has demonstrated adequate responsiveness. There is some concern surrounding the company's annual incentive program, particularly with respect to a significant portion being based on a qualitative assessment. However, certain concerns are mitigated as the committee implemented a cap on NEOs' maximum bonus opportunity, in response to shareholder concerns. In addition, the annual LTI is primarily performance-based, and the value of the CEO's equity awards decreased significantly year-over-year. Further, the proxy notes that the financial performance weighting of the company bonus pool funding formula will be increased for FY23. On balance of these factors, a vote FOR this proposal is warranted.	No	No	No
FactSet Research Systems Inc.	12/15/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. The majority of CEO pay is conditioned on objective financial performance and half of equity grants are targeted to be conditioned on long-term financial performance metrics.	No	No	No
FedEx Corporation	09/19/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted. The company provided an inordinate amount of perquisite compensation to the former CEO. Furthermore, there are ongoing concerns regarding the majority time-based LTI awards, the use of tax reimbursement for restricted stock awards, and single-trigger vesting of equity upon a change in control.	Yes	Yes	No



Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Fox Corporation	11/03/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company continues to provide an excessive amount for the CEO's home/personal security benefits. Additionally, concerns remain regarding the high base salaries, high pay for the board chair, and lack of forward-looking performance targets underlying the PSU awards.	Yes	Yes	No
General Mills, Inc.	09/27/2022	Management	Yes	14	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily performance-based and long-term incentives utilize a multi-year performance period.	No	No	No
Guidewire Software, Inc.	12/20/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives were primarily determined by pre-set objective metrics, and half of PRSUs are measured over a multi-year period with forward-looking target goals disclosed. However, some concerns are noted as the remaining performance-based shares utilize an overlapping, one-year metric with the annual incentive plan and the CEO's grant value increased, without compelling rationale.	No	No	No
H&R Block, Inc.	11/04/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Jack Henry & Associates, Inc.	11/15/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, as pay is reasonably aligned with performance for the year under review.	No	No	No
Jazz Pharmaceuticals plc	07/28/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
KLA Corporation	11/02/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned for the year in review. Annual incentive awards are based on objective pre-set metrics, and the majority of equity awards are conditioned on a long-term relative financial performance metric which targets above median performance.	No	No	No
Kyndryl Holdings, Inc.	07/28/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Although NEOs were granted significant one-time equity awards during the past year, the awards were in connection with the company's spin-off from IBM in November 2021 and are not expected to be recurring.	No	No	No
Lam Research Corporation	11/08/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Pay is reasonably in line with performance for the period under review. Long-term incentive awards are majority performance based and utilize a multi-year performance period. Some concerns are identified; however, as half of the annual incentive is earned based on individual performance, while the committee has multiple opportunities to exercise discretion when determining award parameters and payouts.	No	No	No
Lamb Weston Holdings, Inc.	09/29/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards remain based entirely on objective financial performance and the majority of equity awards are performance-conditioned. Additionally, the company will return to using a three-year performance period for its PSA equity awards next year.	No	No	No
Mandiant, Inc.	07/07/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. While annual-cycle equity awards are half performance-based, the majority of the grants use annual performance periods. Investors generally prefer for a majority of equity to be based on multi-year performance goals. Further, for FY21 grants, the annual performance period was further shortened due to the sale of a business. While adjusting metrics upon a significant sale is not unusual, in this case, this resulted in a portion of long-term incentives vesting above target based on performance over a relatively short timeframe. Lastly, the COO received an outsized new hire equity award, resulting in him being the most highly compensated NEO.	Yes	No	No
McKesson Corporation	07/22/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided related tax reimbursement to several executives' relocation expense perquisites, and a large amount of financial planning perquisites to the CEO.	Yes	Yes	No
Medtronic Plc	12/08/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided excessive personal use of corporate aircraft perquisite to the CEO.	Yes	Yes	No
Mercury Systems, Inc.	10/26/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. CEO pay was elevated for the year in review, as the company granted FY23 equity awards and additional retention grants. The awards were half time-vesting and the performance-based portion shared the same performance period and goals as the annual equity grants. Lastly, target vesting for median performance is not viewed as a rigorous performance goal, particularly given the aggregate magnitude of the equity grants.	Yes	No	No
Microchip Technology Incorporated	08/23/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains agreements that contain excise tax gross-up provisions.	Yes	Yes	No

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Microsoft Corporation	12/13/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are aligned for the year in review. Annual incentives were primarily based on objective criteria and the CEO's long-term awards were entirely performance-conditioned. However, the CEO's base salary and STI payout opportunities remained relatively large and long-term incentives rely primarily on annual performance periods, which compensation decisions warrant continued monitoring.	No	No	No
NetApp, Inc.	09/09/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual and long-term incentives are primarily based on objective performance metrics, and the long-term incentives utilize a multi-year performance period. However, the award targets median relative performance and lacks a payout cap for negative absolute TSR performance.	No	No	No
New Relic, Inc.	08/17/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned, and no significant concerns were identified at this time.	No	No	No
News Corporation	11/15/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted due to the provision of excessive life insurance perquisite to the CEO. In addition, concerns are raised regarding the use of discretion and limited disclosure regarding incentive awards.	Yes	Yes	No
NIKE, Inc.	09/09/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	There are significant concerns identified regarding LTI program structure and STI adjustments for the year in review. For FY22, the committee replaced the long-term cash component of the pay program with PSUs. Due to disclosure requirements, total CEO pay includes closing-cycle long-term cash award payouts and PSUs granted in FY22. Although PSUs are based on clearly disclosed multi-year goals that target outperformance, the relatively small weighting of performance-conditioned long-term incentives remains an ongoing concern. The large majority of FY22 LTI awards lack performance-vesting criteria, and the weighting of time-vesting awards was increased in FY22. While the committee committed to increase the weighting of PSUs to 50 percent, the proxy indicates the weighting of PSUs will increase to this percentage "phased in over multiple years." Such vague language makes it difficult to assess the impact of this commitment or the structure of the LTI program going forward. Given that many investors expect at least 50 percent of long-term incentives to carry rigorous performance-vesting criteria, some investors may expect this transition to occur more rapidly.	Yes	No	No
NortonLifeLock Inc.	09/13/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance remain reasonably aligned. Annual incentives remain based on objective financial performance metrics, and the majority of the company's equity awards are conditioned on multi-year performance goals.	No	No	No
Nutanix, Inc.	12/09/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted, with caution. Annual incentive metric objectives and actual results are poorly disclosed, and the long-term incentive utilizes a relative TSR metric earned in part based on a one-year performance period with no disclosed cap on payouts should absolute TSR be negative. However, annual incentives are earned entirely based on pre-set corporate objectives, long-term incentives are half performance-based.	No	No	No
Oracle Corporation	11/16/2022	Management	Yes	16	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Following multiple consecutive years of low say-on-pay vote results, the proxy only vaguely disclosed Oracle's engagement efforts with shareholders but does disclose certain concerns heard from shareholders. As in prior years, however, no substantial positive changes nor commitments were made to the pay program to address significant shareholder dissatisfaction. Additionally, concerns remain within the annual pay program, as one NEO's annual bonus was entirely discretionary. In addition, although the annual bonus program for the CEO and Executive Chairman utilizes a pre-set objective growth goal, there is only limited disclosure regarding the year-over-year changes in the target opportunity for that goal. Furthermore, the annual equity grants for two NEOs were entirely in time-vested equity, which is inconsistent with prevailing market practices. While the decision to modify in-progress performance equity grants to the CEO and Executive Chairman was disclosed in last year's proxy, the resulting incremental value disclosed in this year's proxy was also substantial, in excess of \$100 million for each executive's respective award. Lastly, the company continues to provide excessive security perquisite to Chair Ellison.	Yes	No	No

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Palo Alto Networks, Inc.	12/13/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as: * The company provided an inordinate amount of personal use of corporate aircraft perquisites to the CEO and excessive amount for the CEOs home/personal security benefits. * The company paid an excessive tax gross-up for the CEO's personal use of aircraft. * The total amount of perquisite compensation reported for the CEO is excessive.	Yes	Yes	No
Parker-Hannifin Corporation	10/26/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company maintains legacy agreements that contain a modified single trigger change-in-control provision. Equity award arrangements also provide for automatic accelerated vesting upon a change-in-control.	Yes	Yes	No
Paychex, Inc.	10/13/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR the proposal is warranted, with caution. In response to a low say-on-pay vote result, the company engaged with shareholders and disclosed the feedback received in the proxy statement. Though the proxy lacked a firm commitment to not repeat a one-time action disfavored by shareholders, the board took certain positive actions to address some shareholder concerns, including improvements to the pay program. Additionally, pay and performance were reasonably aligned at this time.	No	No	No
Paylocity Holding Corporation	12/01/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No
Performance Food Group Company	11/16/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
Premier, Inc.	12/02/2022	Management	Yes	6	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time and no significant concerns were identified at this time. In addition, following last year's failed say-on-pay vote result, the compensation committee demonstrated sufficient responsiveness.	No	No	No
Qorvo, Inc.	08/09/2022	Management	Yes	10	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentives were entirely performance-based, relying on achievement of semi-annual, pre-set financial metrics, and the majority of long-term equity awards are performance conditioned. However, performance for the Objectives-based RSUs is generally measured over a one-year period (with additional time-based vesting of half the award), and specific goals are not disclosed. Shareholders generally prefer that performance for long-term incentive awards is measured over a multi-year period, and the lack of disclosure of goals makes it impossible for shareholders to independently evaluate the rigor of those goals relative to prior years' targets or actual achievement.	No	No	No
Ralph Lauren Corporation	08/04/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted because: * The company provided an inordinate amount of automobile-related and financial planning perquisites to the CEO; and * The company has legacy arrangements with one or more executives that provide for an excessive severance multiplier.	Yes	Yes	No
ResMed Inc.	11/16/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as CEO pay and company performance are reasonably aligned at this time. Annual incentive awards remain based on objective financial performance metrics and the CEO's equity awards are entirely performance-conditioned.	No	No	No
RingCentral, Inc.	12/15/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted due to excessive NEO pay primarily consisting of time-vesting equity awards.	Yes	No	No
Spectrum Brands Holdings, Inc.	08/09/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
STERIS plc	07/28/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned for the year in review. Annual incentive payouts are entirely based on pre-set financial metrics and a majority of long-term performance incentives are performance conditioned.	No	No	No
Sysco Corporation	11/18/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against		Yes	No	No

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Take-Two Interactive Software, Inc.	09/16/2022	Management	Yes	11	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted, due to longstanding concerns around incentive program target-setting. Compensation for the CEO is primarily paid by the external manager under a management services agreement. Although this arrangement can result in limited pay disclosure, in this case the company provides thorough disclosure of the applicable pay programs. In recent years, there have been goal rigor concerns identified for the company, and a qualitative review of the 2022 annual incentive program renews these concerns. Specifically, the target goal in the STI was set well below the prior year's actual results. While there is proxy disclosure regarding the compensation committee's rationale for lowering its target due to outperformance in FY21 and new challenges for FY22, this disclosure does not substantially mitigate concerns and does not adequately explain why the target was set below pre-pandemic performance levels. This is particularly concerning given that the company has a history of setting goals below the prior year's actual performance, resulting in payouts earned at well-above target or at maximum each year for nearly a decade.	Yes	No	No
Tapestry, Inc.	11/15/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted because pay is reasonably aligned with performance for the year under review.	No	No	No
The Estee Lauder Companies Inc.	11/18/2022	Management	Yes	8	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	Against	Against	A vote AGAINST this proposal is warranted as the company provided an inordinate amount of perquisites to the CEO, including large personal use of corporate aircraft and life insurance perquisites.	Yes	Yes	No
The J. M. Smucker Company	08/17/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Annual incentives are majority based on pre-set financial metrics, although the target for the main performance metric was set lower than the prior year's actual result due to COVID-19 pandemic-related economic uncertainty and divestments. The long-term incentive equity awards are also majority performance-conditioned and are measured over a multi-year performance period.	No	No	No
The Procter & Gamble Company	10/11/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. Bonus payouts are commensurate with financial performance, and regular annual equity grants are approximately half performance based with multiyear performance periods. However, future cash bonus payouts warrant further monitoring based on the degree of discretion applied to their determination.	No	No	No
TransDigm Group Incorporated	07/12/2022	Management	Yes	13	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The compensation committee demonstrated only limited responsiveness to last year's failed say-on-pay vote. While certain prior shareholder concerns were addressed, it was unclear if the committee met with investors following the failed vote and certain concerns, including pay magnitude, appear to remain unmitigated. Further, the committee granted multiple NEOs significant option awards, resulting in the former executive chairman being compensated well above that of the CEO. While the committee introduced changes to option grants, concerns remain regarding overlapping metrics, mid-cycle adjustments, and the magnitude of NEO equity awards. Concerns are also raised with respect to company-selected peer group that includes many outsized peers on a revenue basis, the automatic accelerated vesting of equity awards upon a change-in-control event, and the company's lack of risk mitigating features that may benefit shareholders.	Yes	No	No
Vail Resorts, Inc.	12/07/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted as pay and performance are reasonably aligned and no significant concerns were identified at this time.	No	No	No
VF Corporation	07/26/2022	Management	Yes	12	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. A pay-for-performance misalignment exists for the year under review and mitigating factors could not be identified. Although annual and long-term incentives are sufficiently tied to objective performance metrics, concern is raised regarding the CEO's relatively high target LTI value, which has increased incrementally over the past several years as the company's TSR has lagged comparators. In addition, one NEO received a retention grant in FY22 that lacks any performance conditions. Lastly, concerns are raised regarding the inordinate amount of corporate aircraft-related perquisite provided to the CEO.	Yes	No	No

Company Name	Meeting Date	Proponent	Votable Proposal	Proposal Sequence Number	Proposal Text	Management Recommendation	ISS Recommendation	Voting Policy Recommendation	Vote Instruction	Voting Policy Rationale	Vote Against Management	Vote Against ISS	Vote Against Policy
Viatisr Inc.	12/09/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	A vote FOR this proposal is warranted. The compensation committee was sufficiently responsive to last year's failed say-on-pay vote. Specifically, the company made meaningful changes in response to shareholder feedback by increasing the proportion of equity awards tied to performance conditions, and making a commitment that future cash-based retention awards will be tied to performance-based vesting requirements and only granted in extraordinary circumstances. While pay and performance are reasonably aligned for the year in review, continued monitoring of the pay program is warranted, as the executive chair's total pay remains high.	No	No	No
VMware, Inc.	07/12/2022	Management	Yes	4	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST this proposal is warranted. The CEO and president each received sizable promotion awards in connection with their internal promotions. Although the awards are entirely performance-based, some investors may question the awards, particularly given that the NEOs also received "top-up" grants in connection with their promotions. In addition, a sizable retention grant of RSUs to one NEO lacks performance conditions. Additional concerns exist with respect to the design of the annual and long-term incentive programs. A significant portion of annual bonuses are tied to subjective individual performance considerations and the committee relies on negative discretion to reduce payouts under the individual performance component from a maximum level. Further, PSUs under the LTI program are primarily earned based on annual measurement periods.	Yes	No	No
Western Digital Corporation	11/16/2022	Management	Yes	9	Advisory Vote to Ratify Named Executive Officers' Compensation	For	Against	Against	Against	A vote AGAINST the proposal is warranted. Although the STI is based on pre-set objective metrics, the individual performance portion does not appear to be determined based on predetermined goals and was determined to be earned significantly above the corporate portion of the award, despite corporate goals failing to achieve target. In addition, the performance period in the FY23 LTI grant will be shortened to three one-year periods, from one three-year period. More concerning, the compensation committee had a number of problematic one-time actions during the fiscal year. The committee granted retention time-vested RSUs to each NEO, including to two NEOs who received a retention award the year prior, which completely lack performance criteria. In addition, the compensation committee removed the performance criteria from the CEO's sign-on grant shortly before the end of the performance period, allowing the award to vest at target, significantly above the payout level where the award was tracking. These actions undermine a pay-for-performance philosophy.	Yes	No	No
Zendesk Inc.	08/17/2022	Management	Yes	5	Advisory Vote to Ratify Named Executive Officers' Compensation	For	For	For	For	Although a concern is noted regarding the grant of entirely time-based equity awards, a vote FOR this proposal is warranted as pay and performance are reasonably aligned at this time.	No	No	No

Board Statistics Report

B.1.b



Parameters Used:  
Location(s): All locations  
Account Group(s): All account groups  
Institution Account(s): State Street Global Advisors  
Custodian Account(s): All custodian accounts  
Reporting Period: 7/1/22 to 12/31/22

Meeting Overview

Category	Number	Percentage
Number of votable meetings	86	
Number of meetings voted	86	100.00%
Number of meetings with at least 1 vote Against, Withhold or Abstain	34	39.53%

Ballot Overview

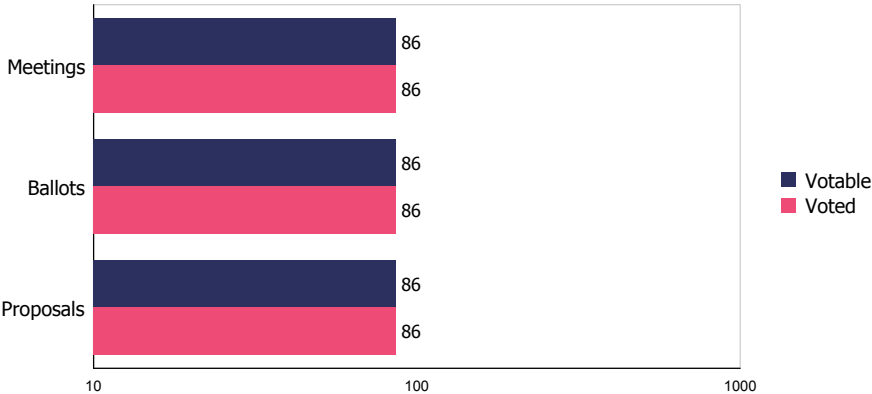
Category	Number	Percentage
Number of votable ballots	86	
Number of ballots voted	86	100.00%

Proposal Overview

Category	Number	Percentage
Number of votable items	86	
Number of items voted	86	100.00%
Number of votes FOR	0	0.00%
Number of votes AGAINST	0	0.00%
Number of votes ABSTAIN	0	0.00%
Number of votes WITHHOLD	0	0.00%
Number of votes on MSOP	86	100.00%
Number of votes With Policy	86	100.00%
Number of votes Against Policy	0	0.00%
Number of votes With Mgmt	52	60.47%
Number of votes Against Mgmt	34	39.53%
Number of votes on Shareholder Proposals	0	0.00%

Notes: Instructions of Do Not Vote are not considered voted. Frequency on Pay votes of 1, 2, 3 years are counted by type (For, Against, etc.) per proposal. Votes on MSOP proposals will only be counted as a vote on MSOP and not as the actual vote cast (For, Against, etc.) per proposal to avoid duplication of data. In cases of different votes submitted across ballots for a single meeting, votes cast are distinctly counted by type (For, Against, etc.) per proposal. So, a meeting may have inflated total votes submitted than unique proposals voted.

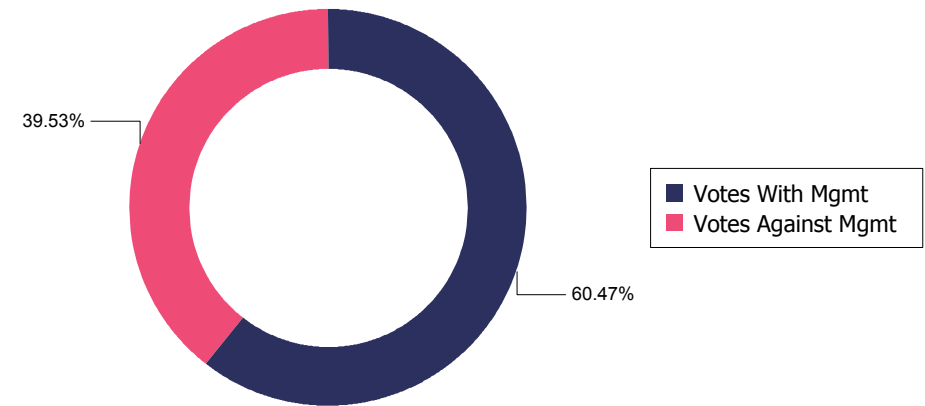
Voting Statistics



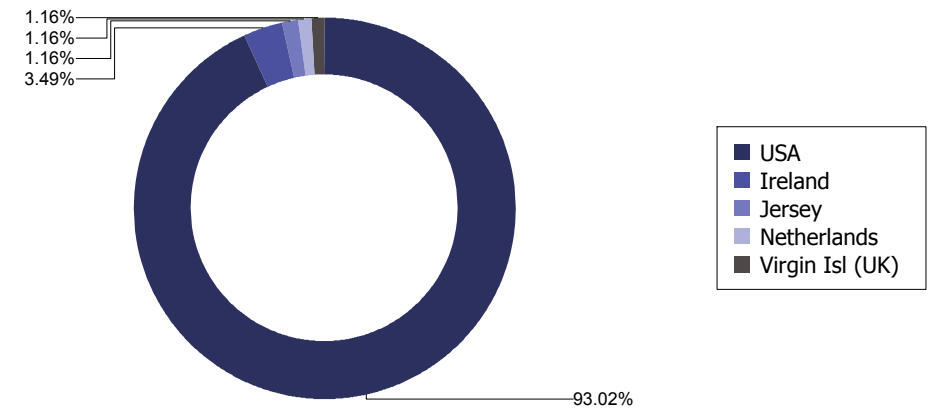
No graphical representation provided.

**Vote Alignment with Policy**

No graphical representation provided.

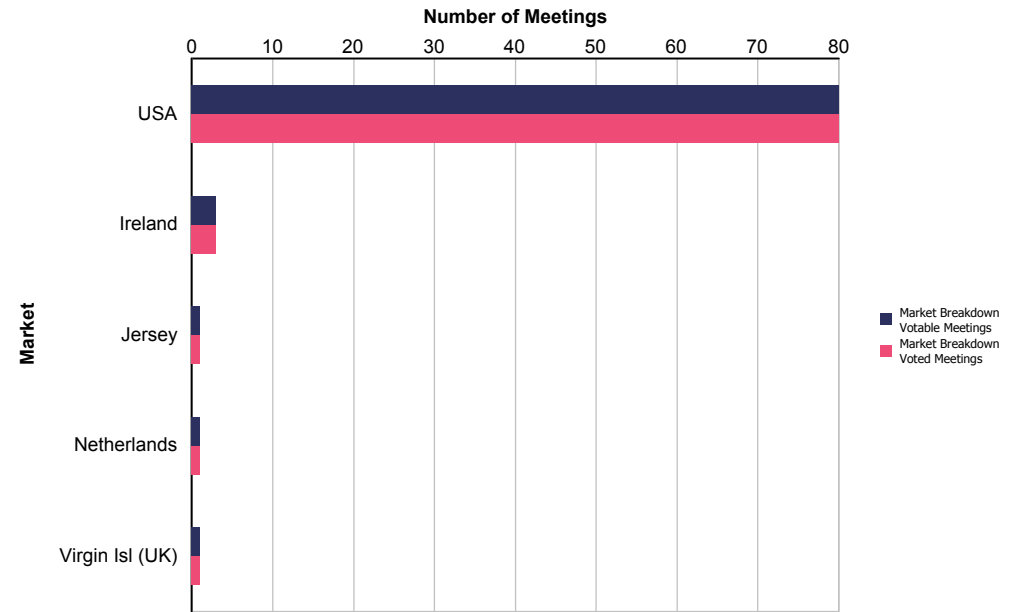
**Vote Alignment with Management****Market Breakdown**

Market	Votable Meetings	Voted Meetings	Percentage
USA	80	80	100.00%
Ireland	3	3	100.00%
Jersey	1	1	100.00%
Netherlands	1	1	100.00%
Virgin Isl (UK)	1	1	100.00%

**Meetings Voted by Market**



## Market Voting Statistics



## Analysis of Votes: AGAINST/ABSTAIN/WITHHOLD

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Mandiant, Inc.	07-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
VMware, Inc.	12-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
TransDigm Group Incorporated	12-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ChargePoint Holdings, Inc.	12-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Avangrid, Inc.	20-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
McKesson Corporation	22-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DXC Technology Company	26-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
VF Corporation	26-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Capri Holdings Limited	03-Aug-22	Virgin Isl (UK)	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ralph Lauren Corporation	04-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ABIOMED, Inc.	10-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Microchip Technology Incorporated	23-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NIKE, Inc.	09-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Take-Two Interactive Software, Inc.	16-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
FedEx Corporation	19-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Conagra Brands, Inc.	21-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Parker-Hannifin Corporation	26-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Mercury Systems, Inc.	26-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bio-Techne Corporation	27-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Coty Inc.	03-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Fox Corporation	03-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Cardinal Health, Inc.	09-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
News Corporation	15-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Western Digital Corporation	16-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Oracle Corporation	16-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sysco Corporation	18-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Estee Lauder Companies Inc.	18-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Copart, Inc.	02-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

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

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Medtronic Plc	08-Dec-22	Ireland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bill.com Holdings, Inc.	08-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Palo Alto Networks, Inc.	13-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AutoZone, Inc.	14-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Aspen Technology, Inc.	15-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
RingCentral, Inc.	15-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

**Analysis of Votes Against Policy**

There are no votes against policy.

**Analysis of Votes Against Management**

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Mandiant, Inc.	07-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
VMware, Inc.	12-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
TransDigm Group Incorporated	12-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ChargePoint Holdings, Inc.	12-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Avangrid, Inc.	20-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
McKesson Corporation	22-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
DXC Technology Company	26-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
VF Corporation	26-Jul-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Capri Holdings Limited	03-Aug-22	Virgin Isl (UK)	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Ralph Lauren Corporation	04-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
ABIOMED, Inc.	10-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Microchip Technology Incorporated	23-Aug-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
NIKE, Inc.	09-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Take-Two Interactive Software, Inc.	16-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
FedEx Corporation	19-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Conagra Brands, Inc.	21-Sep-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Parker-Hannifin Corporation	26-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Mercury Systems, Inc.	26-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bio-Techne Corporation	27-Oct-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Coty Inc.	03-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

## Analysis of Votes Against Management (Continued)

Company Name	Meeting Date	Market	ESG Pillar	Proposal Category	Proposal Description	Proposal Text	Vote Cast
Fox Corporation	03-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Cardinal Health, Inc.	09-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
News Corporation	15-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Western Digital Corporation	16-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Oracle Corporation	16-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Sysco Corporation	18-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
The Estee Lauder Companies Inc.	18-Nov-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Copart, Inc.	02-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	2. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Medtronic Plc	08-Dec-22	Ireland	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Bill.com Holdings, Inc.	08-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Palo Alto Networks, Inc.	13-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
AutoZone, Inc.	14-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
Aspen Technology, Inc.	15-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against
RingCentral, Inc.	15-Dec-22	USA	G	Compensation - Remuneration Policy & Implementation	Advisory Vote to Ratify Named Executive Officers' Compensation	3. Advisory Vote to Ratify Named Executive Officers' Compensation	Against

**Unvoted Meetings**

**There are no unvoted meetings.**





B.2

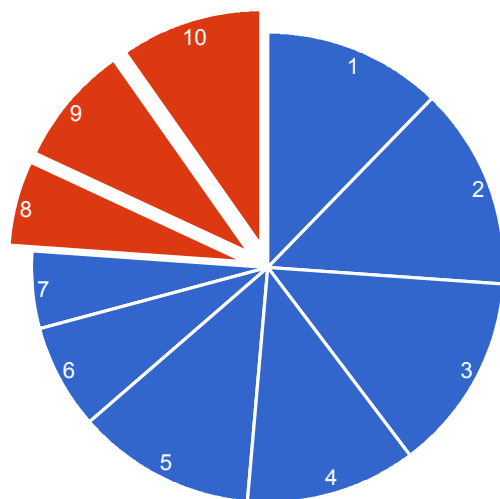
## Governance Risk Report

22-Feb-2023

Reporting Period: 01-Oct-2022 to 31-Dec-2022

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

Portfolio Risk by ISS Governance QualityScore



**24%**<sup>2</sup> of the companies within your portfolio that held meetings during the reporting period are high risk, falling within the ISS Governance QualityScore range of **10** through **8**.

### Largest Portfolio Positions with High Governance Risk

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

Company	Ticker	Position Value (USD) <sup>1</sup>	ISS Governance QualityScore	Board Structure Subscore	Compensation Subscore	Shareholder Rights Subscore	Audit Subscore
Infosys Limited	500209	21.8 M	9	2	10	1	9
Larsen & Toubro Limited	500510	16.5 M	9	9	8	10	3
Barry Callebaut AG	BARN	8.6 M	9	8	9	1	6
Yandex NV	YNDX	7.7 M	8	6	6	10	8
ITC Limited	500875	5.6 M	10	9	10	8	5
Oracle Corporation	ORCL	2.4 M	10	10	10	5	8
The Estee Lauder Companies Inc.	EL	1.6 M	10	10	6	10	9
APM Human Services International Ltd.	APM	1.4 M	9	9	9	5	6
Sysco Corporation	SYU	713,735.7	9	3	10	6	5
Cintas Corporation	CTAS	708,575.5	9	10	2	9	9
Constellation Brands, Inc.	STZ	635,039.3	9	10	2	8	10
Copart, Inc.	CPRT	258,020.2	10	10	10	2	9
Viatis Inc.	VTRS	256,691.4	9	5	6	8	10
Western Digital Corporation	WDC	240,855.3	9	8	10	5	6
BGC Partners, Inc.	BGCP	212,128.7	10	10	10	10	3

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

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

<sup>2</sup>Percentages based on the universe of holdings within the ISS Governance QualityScore coverage universe.



Investment Manager Summary

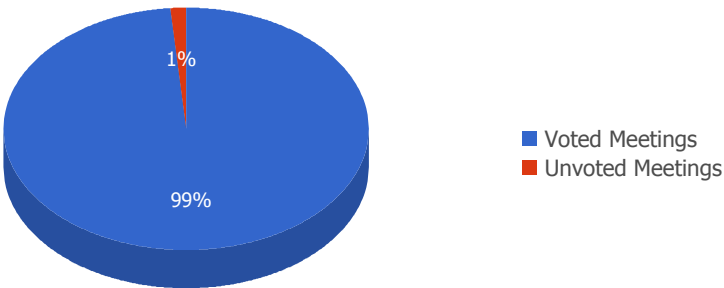
Investment Manager	% Meetings Voted	% of Companies with ISS Governance QualityScore of 8, 9 or 10 <sup>1</sup>	% of Votes Cast Against Management	% of Votes Cast Against ISS Benchmark Policy	% of Votes Cast Against Public Fund Policy
Artisan Partners	100%	17%	1%	3%	14%
DIMENSIONAL FUND ADVISORS INC.	N/A	N/A	N/A	N/A	N/A
Fidelity Boston--IPR	92%	22%	15%	11%	8%
Marin County Employees Retirement Association	100%	25%	34%	24%	0%
Morgan Stanley Investment Management- New York #132	100%	0%	11%	11%	19%
State Street Global Advisors	N/A	N/A	N/A	N/A	N/A
TimesSquare Capital Management, LLC	89%	14%	2%	8%	15%
TOTALS	99%	24%	30%	22%	2%

<sup>1</sup>Percentages based on the universe of holdings within the ISS Governance QualityScore coverage universe.

Meeting Overview

Category	Number
Votable Meetings	204
Meetings Voted	201
Proxy Contests Voted	2
Meetings with Against Management Votes	140
Meetings with Against ISS Votes	124

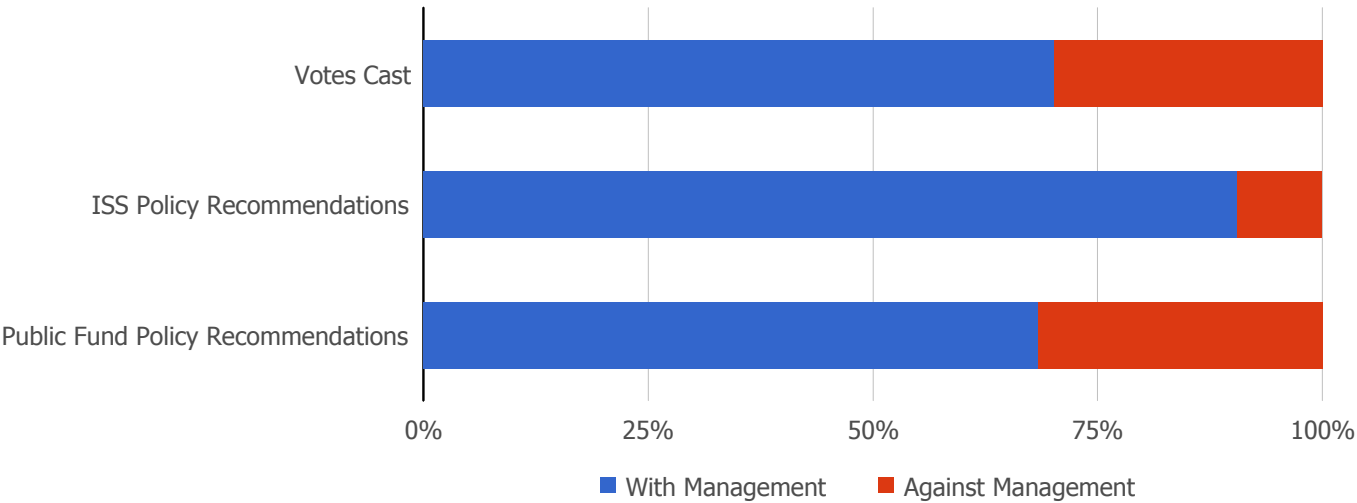
Comparison of Meetings Voted



With 204 meetings available to vote during the period, 201 were voted, equating to approximately 99% of the votable meetings with close to 1% unvoted.

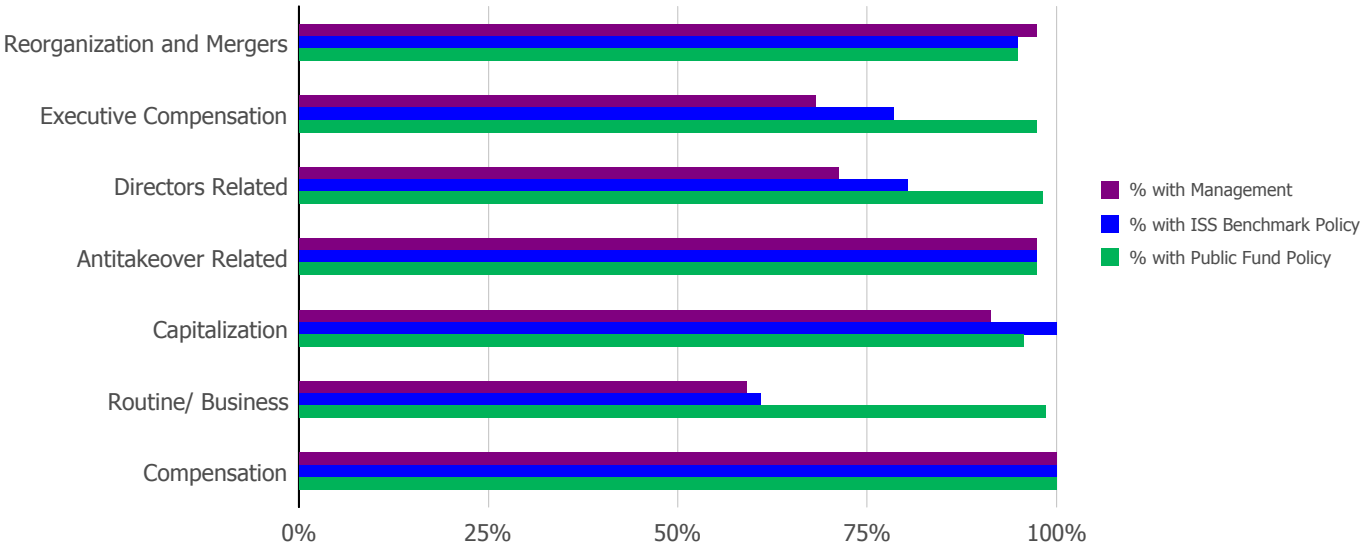
Alignment with Management

- > Comparing vote alignment with management recommendations highlights similarities and differences between investment managers’ governance philosophies and companies’ approach to key corporate governance issues.
- > The votes cast on ballots during the reporting period are aligned with management recommendations in 70% of cases, while the ISS Benchmark Policy recommendations are at 91%.
- > The recommendations of the specialized policy selected as referenced, the Public Fund policy, follow management recommendations for 68% of proposals.



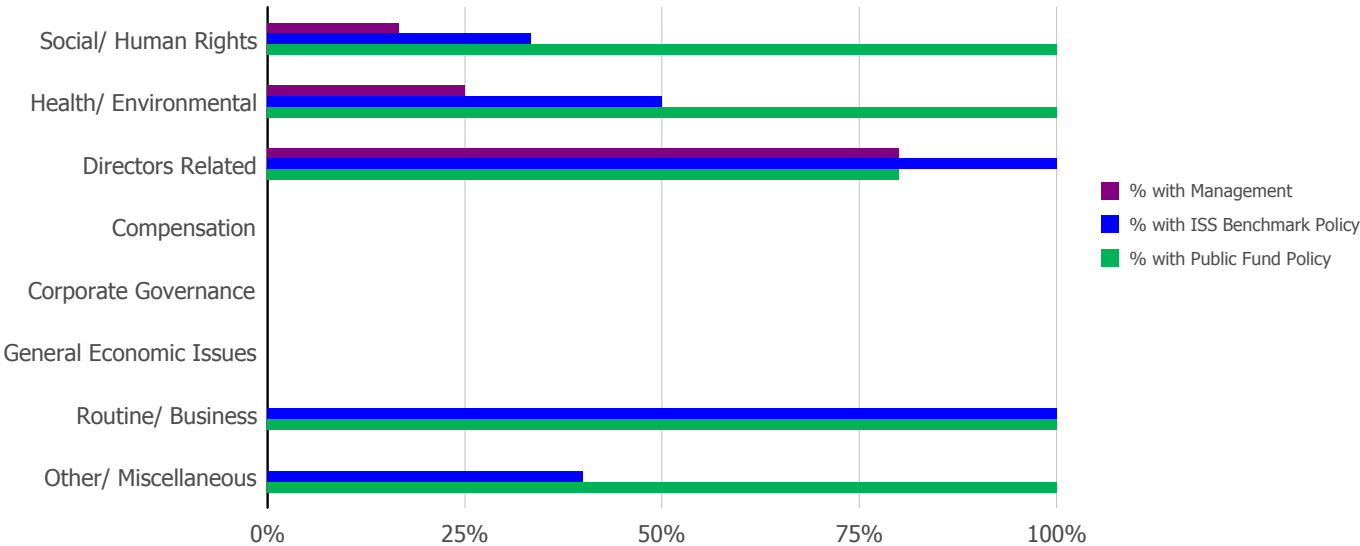
Votes Cast on Management Proposal Categories

- › The breakdown of proposals into the major proposal categories and the comparison of votes cast to management recommendations, ISS Benchmark Policy recommendations and the recommendations of the selected specialized policy, the Public Fund Policy, provide insight into the positioning of votes cast on proposals submitted by management against these benchmarks.
- › Votes cast during the reporting period were least in line with management on Other/Misc matters, where only 0% of votes followed management recommendations.
- › Across categories, votes cast on management proposals show the closest alignment to the Public Fund Policy guidelines.



Votes Cast on Shareholder Proposal Categories

- › Votes cast on shareholder proposals, in opposition to management, reflect support for proposals submitted by shareholders.
- › During the reporting period, has shown the highest level of support for shareholder proposals related to Other/ Miscellaneous, Routine/ Business, at 100% and the lowest level of support for shareholder proposals related to Directors Related, with 20% of proposals supported in this category.
- › Across categories, votes cast on shareholder proposals show the closest alignment to the Public Fund Policy guidelines.



## Contested Meetings Overview

Company	Ticker	ISS Governance QualityScore	Meeting Date	Position Value (USD)*	ISS Recommended Slate	Slate Voted	Key Takeaways
Argo Group International Holdings, Ltd.	ARGO	2	15-Dec-2022	112,890.7	Management	Management	<p>&gt; Capital Returns, a 0.8 percent shareholder, has nominated two directors to the seven-member board. This is the first contest of the universal proxy card era.</p> <p>&gt; This is the third proxy contest at ARGO in the past four years. Voce Capital Management (which now owns 9.5 percent of shares) ran two contests in 2019. Following an SEC investigation and the departure of the former CEO, Voce settled the second contest at the end of the year for two seats and other board changes. ARGO seemingly emerged from that period of tumult with a stronger foundation, only to be bitten during the rebuilding process by legacy operational decisions. These adverse developments prompted the board to launch a strategic review in April. The board subsequently appointed Dan Plants of Voce as a director and as chair of the strategic review committee.</p> <p>&gt; The dissident has been critical of performance and corporate governance, but is focused on the progress and aims of the strategic review. The dissident's goal is to secure a sale of the entire company.</p> <p>&gt; The dissident has not presented a compelling case for change. The board is running a strategic review that now appears to be prioritizing a sale – the review has led to preliminary deals that have ostensibly removed outstanding impediments, there is no reason to believe that the process is not being conducted to advance the best interests of shareholders, and there is no indication that a key competency or perspective is absent from the strategic review committee. As such, support for all seven management nominees is recommended.</p>
Avalara, Inc.	AVLR		14-Oct-2022		Management	Management	<p>&gt; The board seeks shareholder approval for the company to be acquired by Vista Equity Partners Management LLC. Under the terms of the agreement, AVLR shareholders will receive \$93.50 per share in cash, or \$8.3 billion in aggregate.</p> <p>&gt; The proposed acquisition is publicly opposed by two shareholders, Altair US and Merrion Investment Management. Altair has filed a preliminary proxy statement soliciting votes against the merger and Merrion issued a press release. Both parties state the deal price is inadequate, question the timing of the sale process, and express support for the standalone opportunity in light of the long-term outlook for the company.</p> <p>&gt; The merger consideration is a substantial discount to AVLR historic trading levels, and the dissident has raised credible questions about the urgency of selling now in light of projected long-term revenue and profitability growth. The company has a strong market position focused on one of the two certainties in life, taxes, and it appears it will remain viable in the medium to long term with sufficient cash balances and</p>



cash flow to achieve management's operational objectives

- > Despite these factors, the company has expressed a need for a multi-year rebuild in its U.S. go-to-market strategy and its international operations, and cautions that other leading growth metrics have been trending downward. There is a sizeable downside risk of non-approval given a continued compression in valuation multiples amongst its peers since the transaction announcement. There is also significant uncertainty as to how long a potential recovery to historic trading levels would take given significant macroeconomic impacts including rising interest rates, inflation, and the potential for a recession. Shareholders, even long-term investors, may be hard-pressed to justify waiting for a recovery from a post-rejection drop amid uncertain future valuation of lower growth and emerging profitability.
- > The upside of remaining standalone appears to be potentially sizeable, but uncertain, while the downside risk of rejecting the merger appears to be both certain and substantial. Though some long-term shareholders may wish to reject the transaction in favor of remaining standalone, the proposed transaction provides certainty of value, at a premium, compared to the significant downside risk of non-approval and the uncertainty surrounding a potential market recovery. As such, cautionary support for the proposed transaction is warranted.
- > Support for the golden parachutes proposal is not warranted. Although cash severance is double-trigger and reasonably based, unvested options will accelerate on a single trigger basis and PSUs will be converted into cash awards at above-target levels, with payouts above the original award agreements, without a compelling rationale disclosed.

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



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## B.2

### MCERA Governance Risk Managers Report Q4 2022

February 24, 2023

Security Name	MCERA Manager	Asset Class	ISS Position Value	MCERA Market Value	Period End Date
Infosys Limited	Fidelity Institutional Asset Management	Emerging Markets	\$21.8 M	\$1.1 M	12/30/2022
Larsen & Toubro Limited	Fidelity Institutional Asset Management	Emerging Markets	\$16.5 M	\$820 K	12/30/2022
Barry Callebaut AG	Artisan Partners	International Growth	\$8.6 M	\$1.6 M	12/30/2022
Yandex NV	Fidelity Institutional Asset Management	Emerging Markets	\$7.7 M	\$67 K	12/30/2022
ITC Limited	Fidelity Institutional Asset Management	Emerging Markets	\$5.6 M	\$290 K	12/30/2022
Oracle Corporation	State Street Global Advisors	Domestic Large Cap	\$2.4 M	\$2.2 M	12/30/2022
The Estee Lauder Companies Inc.	State Street Global Advisors	Domestic Large Cap	\$1.6 M	\$1.0 M	12/30/2022
APM Human Services International Ltd.	TimesSquare	International Small Cap	\$1.4 M	\$1.2 M	12/30/2022
Sysco Corporation	State Street Global Advisors	Domestic Large Cap	\$713 K	\$703 K	12/30/2022
Cintas Corporation	State Street Global Advisors	Domestic Large Cap	\$708 K	\$722 K	12/30/2022
Constellation Brands Inc.	State Street Global Advisors	Domestic Large Cap	\$635 K	\$648 K	12/30/2022
Copart, Inc	State Street Global Advisors	Domestic Large Cap	\$258 K	\$462 K	12/30/2022
Viatis Inc.	State Street Global Advisors	Domestic Large Cap	\$256 K	\$241 K	12/30/2022
Western Digital Corporation	State Street Global Advisors	Domestic Large Cap	\$240 K	\$ 176 K	12/30/2022
BGC Partners Inc.	Dimensional Fund Advisors	Small Cap Core	\$212 K	\$164 K	12/30/2022

## B.2

### MCERA Contested Meeting Managers Q4 2022

April 10, 2023

Security Name	MCERA Manager	Asset Class	Market Value of MCERA Holding	Period End Date
Argo Group International Holdings, LTD	Dimensional Fund Advisors	Small Cap Core	\$99 K	12/30/2022
Avalara, Inc.	SSGA	Domestic Large Cap	\$137 K	9/30/2022



B.2

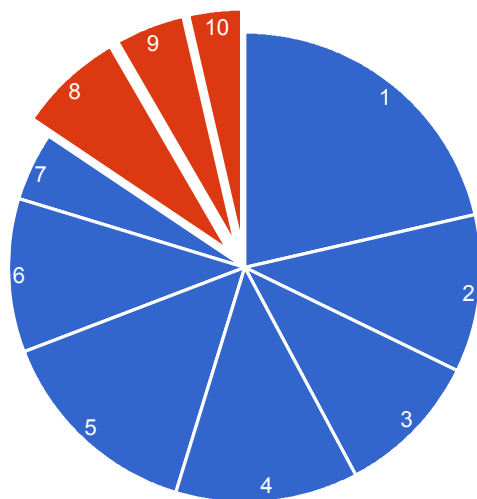
## Governance Risk Report

02-Apr-2023

Reporting Period: 01-Jan-2023 to 31-Mar-2023

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

Portfolio Risk by ISS Governance QualityScore



**16%**<sup>2</sup> of the companies within your portfolio that held meetings during the reporting period are high risk, falling within the ISS Governance QualityScore range of **10** through **8**.

### Largest Portfolio Positions with High Governance Risk

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

Company	Ticker	Position Value (USD) <sup>1</sup>	ISS Governance QualityScore	Board Structure Subscore	Compensation Subscore	Shareholder Rights Subscore	Audit Subscore
Infosys Limited	500209	19.1 M	9	3	10	1	9
Larsen & Toubro Limited	500510	18.9 M	9	9	8	10	3
Kone Oyj	KNEBV	14.3 M	8	7	7	9	3
ITC Limited	500875	8.5 M	10	9	10	8	4
Kobe Bussan Co., Ltd.	3038	4.0 M	9	10	5	8	1
Analog Devices, Inc.	ADI	1.7 M	8	8	9	8	1
Emerson Electric Co.	EMR	885,317.3	8	3	1	10	8
HEICO Corporation	HEI	811,979.5	8	9	6	7	7
Agilent Technologies, Inc.	A	731,885.6	8	4	5	8	10
TransDigm Group Incorporated	TDG	642,303.7	10	10	10	9	8
Rockwell Automation, Inc.	ROK	584,639.8	8	4	4	10	8
UniFirst Corporation	UNF	407,802.9	9	3	6	10	10
Tyson Foods, Inc.	TSN	373,141.0	10	10	4	10	10
Moog Inc.	MOG.A	334,220.3	9	8	6	10	6
The Cooper Companies, Inc.	COO	320,930.7	8	8	9	2	7

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

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

<sup>2</sup>Percentages based on the universe of holdings within the ISS Governance QualityScore coverage universe.



Investment Manager Summary

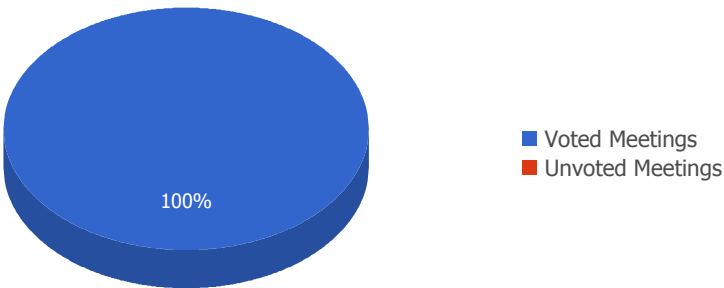
Investment Manager	% Meetings Voted	% of Companies with ISS Governance QualityScore of 8, 9 or 10 <sup>1</sup>	% of Votes Cast Against Management	% of Votes Cast Against ISS Benchmark Policy	% of Votes Cast Against Public Fund Policy
Artisan Partners	100%	0%	1%	1%	19%
DIMENSIONAL FUND ADVISORS INC.	N/A	N/A	N/A	N/A	N/A
Fidelity Boston--IPR	100%	12%	5%	8%	11%
Marin County Employees Retirement Association	100%	17%	34%	25%	0%
Morgan Stanley Investment Management- New York #132	100%	8%	6%	6%	10%
State Street Global Advisors	N/A	N/A	N/A	N/A	N/A
TimesSquare Capital Management, LLC	100%	20%	2%	1%	10%
TOTALS	100%	16%	25%	19%	4%

<sup>1</sup>Percentages based on the universe of holdings within the ISS Governance QualityScore coverage universe.

Meeting Overview

Category	Number
Votable Meetings	231
Meetings Voted	231
Proxy Contests Voted	0
Meetings with Against Management Votes	172
Meetings with Against ISS Votes	159

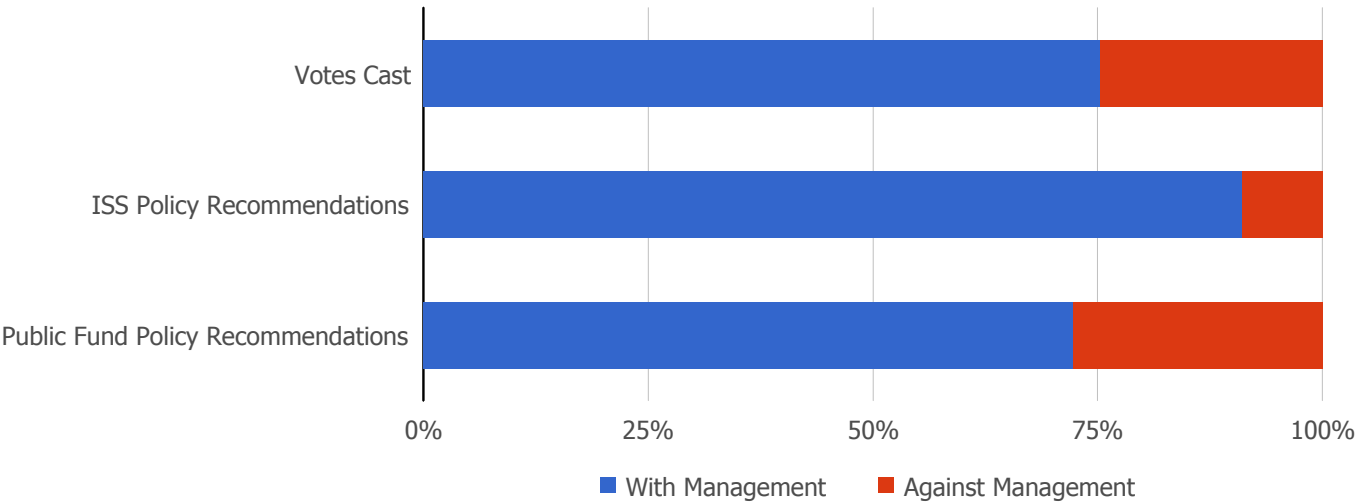
Comparison of Meetings Voted



With 231 meetings available to vote during the period, 231 were voted, equating to approximately 100% of the votable meetings with close to 0% unvoted.

Alignment with Management

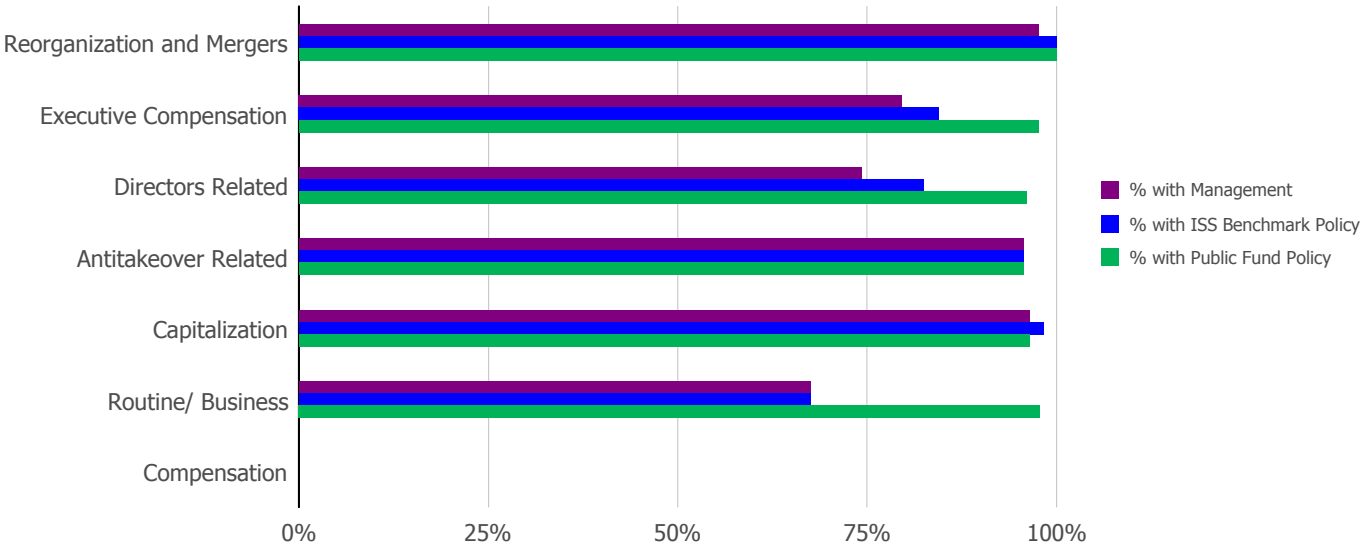
- > Comparing vote alignment with management recommendations highlights similarities and differences between investment managers’ governance philosophies and companies’ approach to key corporate governance issues.
- > The votes cast on ballots during the reporting period are aligned with management recommendations in 75% of cases, while the ISS Benchmark Policy recommendations are at 91%.
- > The recommendations of the specialized policy selected as referenced, the Public Fund policy, follow management recommendations for 72% of proposals.





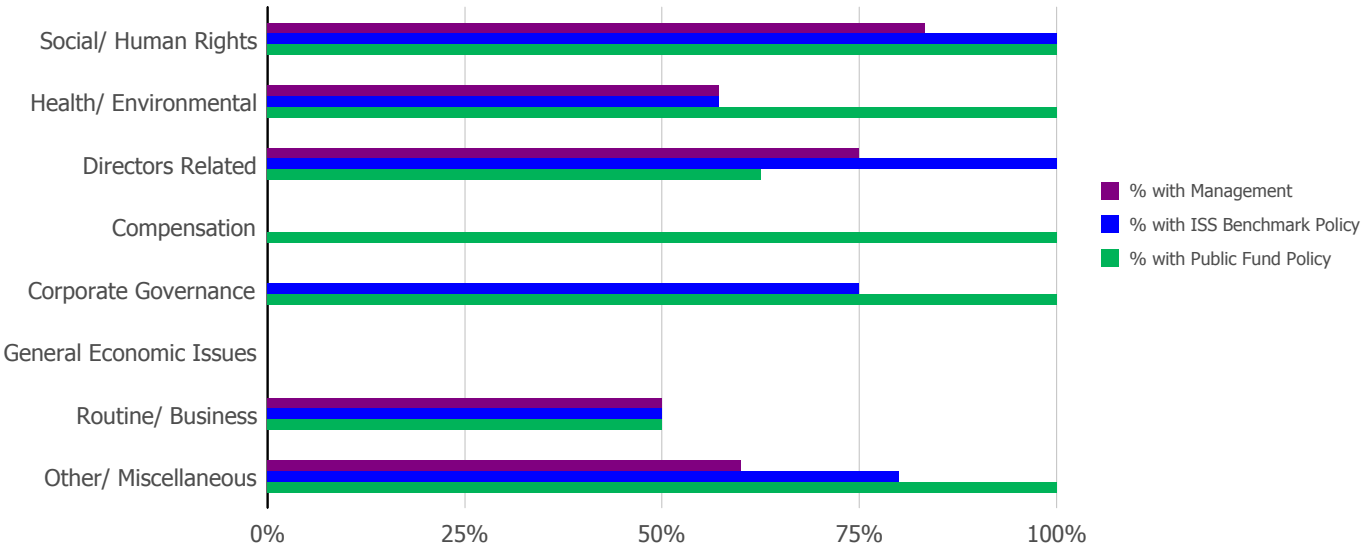
Votes Cast on Management Proposal Categories

- › The breakdown of proposals into the major proposal categories and the comparison of votes cast to management recommendations, ISS Benchmark Policy recommendations and the recommendations of the selected specialized policy, the Public Fund Policy, provide insight into the positioning of votes cast on proposals submitted by management against these benchmarks.
- › Votes cast during the reporting period were least in line with management on Other/Misc matters, where only 33% of votes followed management recommendations.
- › Across categories, votes cast on management proposals show the closest alignment to the Public Fund Policy guidelines.



Votes Cast on Shareholder Proposal Categories

- › Votes cast on shareholder proposals, in opposition to management, reflect support for proposals submitted by shareholders.
- › During the reporting period, has shown the highest level of support for shareholder proposals related to Compensation, Corporate Governance, at 100% and the lowest level of support for shareholder proposals related to Directors Related, with 25% of proposals supported in this category.
- › Across categories, votes cast on shareholder proposals show the closest alignment to the Public Fund Policy guidelines.





Contested Meetings Overview

There is no applicable content to display for the reporting period.

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

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Information regarding the holdings and other data specific to the named recipient of this report (the "Recipient"), has been compiled from the records of only the asset manager(s) who use ISS' proxy advisory/voting services and who have authorized ISS to include the Recipient's data in this report. ISS believes this data to be reliable but cannot guarantee its accuracy.

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## B.2

### MCERA Governance Risk Managers Report Q1 2023

April 10, 2023

Security Name	MCERA Manager	Asset Class	ISS Position Value	MCERA Market Value	Period End Date
Infosys Limited	Fidelity Institutional Asset Management	Emerging Markets	\$19.1 M	\$1.2 M	3/31/2023
Larsen & Toubro Limited	Fidelity Institutional Asset Management	Emerging Markets	\$18.9 M	\$1.0 M	3/31/2023
Kone Oyj	Morgan Stanley	International Value	\$ 14.3 M	\$ 2.6 M	2/28/2023
ITC Limited	Fidelity Institutional Asset Management	Emerging Markets	\$8.5 M	\$287 K	3/31/2023
Kobe Bussan Co., LTD	TimesSquare	International Small Cap	\$4.0 M	\$ 1.8 M	2/28/2023
Analog Devices	State Street Global Advisors	Domestic Large Cap	\$1.7 M	\$1.8 M	3/31/2023
Emerson Electric Co.	State Street Global Advisors	Domestic Large Cap	\$ 885 K	\$ 923 K	3/31/2023
HEICO Corporation	State Street Global Advisors	Domestic Large Cap	\$ 811 K	\$ 326 K	3/31/2023
Agilent Technologies, Inc	State Street Global Advisors	Domestic Large Cap	\$731 K	\$760 K	3/31/2023
TransDigm Group, Inc.	State Street Global Advisors	Domestic Large Cap	\$642 K	\$633 K	3/31/2023
Rockwell Automation, Inc.	State Street Global Advisors	Domestic Large Cap	\$584 K	\$616 K	3/31/2023
Unifirst Corporation	Dimensional Fund Advisors	Small Cap Core	\$407 K	\$302 K	3/31/2023
Tyson Foods, Inc	State Street Global Advisors	Domestic Large Cap	\$373 K	\$308 K	3/31/2023
Moog Inc.	Dimensional Fund Advisors	Small Cap Core	\$334 K	\$ 310 K	3/31/2023
The Cooper Companies, Inc.	State Street Global Advisors	Domestic Large Cap	\$320 K	\$336 K	3/31/2023



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MCERA.org

**Date:** April 14, 2023

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

**From:** Jeff Wickman *fw*  
Retirement Administrator

**Subject:** Creating a New Standard for Voting on Say-on-Pay Proxy Voting Issues

## Background

At the October 4, 2022 Governance Committee Meeting the Committee discussed the Investment Manager Proxy Voting reports under Agenda Item B.1. When discussing the votes cast on Chief Executive Officer (CEO) and other most highly compensated executives' pay packages (i.e., "Say-on-Pay" votes), the Committee noted that MCERA was voting "no" about 23% of the time, which is an increase since MCERA has taken on voting proxies for its domestic equity investments. The Committee further discussed that CEO pay for large companies has increased over time from 20 to 400 times that of the average worker and some larger public pension plans have decided to vote against any CEO Pay proposals where the ratio of the proposal is more than 50 times the median company pay, citing the disconnect between enhanced performance of those companies and compensation paid to the CEO, to the detriment of shareholders such as MCERA. The Committee discussed whether it would be possible to create a custom quantitative guideline that could be provided to Institutional Shareholder Services (ISS) for voting on CEO pay items. The Committee requested that the Retirement Administrator return to the next Governance Committee meeting with a proposal for how to address this question.

## Discussion

Section 6.1 of MCERA's Proxy Voting and Corporate Governance Policy states in part that:

It is the job of the board of directors and the compensation committee specifically to ensure that executive compensation programs are effective, reasonable and rational with respect to critical factors such as company performance, industry considerations and compensation paid to other employees.

It is also the job of the compensation committee to ensure that elements of compensation packages are appropriately structured to enhance the company's short- and long-term strategic goals and to retain and motivate executives to achieve those strategic goals. Compensation programs should not be driven by competitive surveys, which have become excessive and subject to abuse. It is shareholders, not executives, whose money is at risk.

## B.3

Section 6.6b describes MCERA's belief in what a company's executive pay philosophy should be:

The compensation philosophy should be clearly disclosed to shareholders in annual proxy statements. In developing, approving and monitoring the executive pay philosophy, the compensation committee should consider the full range of pay components, including structure of programs, desired mix of cash and equity awards, goals for distribution of awards throughout the company, the relationship of executive pay to the pay of other employees, use of employment contracts and policy regarding dilution.

One mechanism that could be deployed to link company performance and CEO pay would be to establish a threshold for how much an executive pay proposal could exceed the median company pay. In 2022 MCERA cast 1,823 proxy votes on CEO pay issues: 27% of the votes were cast against the pay proposal. Applying three different scenarios where MCERA would have voted against a pay proposal that exceeded 50, 75 and 100 times the median company pay produced the following result:

<b>Pay Proposal</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Total Votes</b>	<b>% Against</b>
50 Times Median Pay	581	1,242	1,823	68%
75 Times Median Pay	716	1,107	1,823	61%
100 Times Median Pay	848	975	1,823	53%

### **Recommendation**

The Committee is being presented three separate policy choices for discussion. The Committee should consider from a fiduciary perspective which of the options best represents the prudent approach that is in the overall best interest of MCERA's members and beneficiaries. If the Committee recommends one of the options to the full Board, and if the Board elects to adopt that option, the threshold for voting no on Say-on-Pay proposals will be communicated to ISS for inclusion in our current public funds policy. Adding this new standard will create a customized ISS Public Fund policy that ISS would use when casting proxy votes on MCERA's behalf.



# SEC

OFFICE of INVESTOR  
EDUCATION and ADVOCACY

## Investor Bulletin: Say-on-Pay and Golden Parachute Votes

The Office of Investor Education and Advocacy is issuing this Investor Bulletin to help investors understand new rules about shareholder votes on Say-on-Pay and golden parachutes. The rules concern three separate non-binding shareholder votes on executive compensation:

- **Say-on-Pay Votes.** The new rule requires public companies subject to the [proxy](#) rules to provide their shareholders with an advisory vote on the compensation of the most highly compensated executives. Say-on-Pay votes must be held at least once every three years.
- **Frequency Votes.** These companies also are required to provide their shareholders with an advisory vote on how often they would like to be presented with the Say-on-Pay votes – every year, every second year, or every third year.
- **Golden Parachute Disclosures and Votes.** These companies are required to disclose compensation arrangements and understandings with those executive officers in connection with an acquisition or merger. In certain circumstances, these companies also are required to conduct a shareholder advisory vote to approve the golden parachute compensation arrangements.

The new rules, which the Securities and Exchange Commission adopted on Jan. 25, 2011, implement requirements in Section 951 of the [Dodd-Frank Wall Street Reform and Consumer Protection Act](#), which the President signed into law in July 2010. The Say-on-Pay and frequency votes appear as separate items on company ballots, or forms of proxy, for the annual meeting of shareholders.

*The Say-on-Pay vote asks investors to vote on the compensation of the top executives of the company.*

### What are Say-on-Pay Votes?

The Say-on-Pay vote asks investors to vote on the compensation of the top executives of the company – the CEO, the Chief Financial Officer, and at least three other most highly compensated executives. (These are called the “named executive officers.”) Companies are not required to use any specific language in asking for shareholder approval. Instead, each company has the flexibility to craft the exact language of the non-binding resolution that its shareholders will vote on.

The resolution could simply ask shareholders to approve the compensation of its named executive officers. For example, a resolution might say:



RESOLVED, that the compensation paid to the company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, is hereby APPROVED.

## What are frequency votes?

Companies are also required to provide an advisory shareholder vote on the frequency of the Say-on-Pay vote. Shareholders will be able to cast a non-binding vote on how often the Say-on-Pay vote should occur: once a year, once every two years, or once every three years. Shareholders may also choose to abstain on the frequency vote. Thus, including abstentions, shareholders have four choices. Frequency votes must take place at least once every six years. For example, a company could choose to hold Say-on-Pay votes annually and hold frequency votes every six years. In that case, shareholders would vote in 2011 on both the company's executive compensation (the Say-on-Pay vote) and on the frequency of future votes. In 2012, shareholders in this example would vote again on Say-on-Pay, but would not vote on the frequency of Say-on-Pay votes until 2017.

## When do the rules on Say-on-Pay and frequency votes take effect?

All public companies subject to the proxy rules, except smaller ones, must hold Say-on-Pay and frequency votes at shareholder meetings starting on Jan. 21, 2011. The rules are delayed by two years for companies with a public float of less than \$75 million. These smaller companies must hold Say-on-Pay and frequency votes at annual meetings starting on Jan. 21, 2013.

## Haven't we seen Say-on-Pay votes before? So what's new?

Companies that received TARP<sup>1</sup> money are required

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<sup>1</sup> In response to the financial crisis, Congress enacted legislation in 2008 that created the Troubled Asset Relief Program, or TARP.

## B.3

to annually hold a Say-on-Pay vote at shareholder meetings until they pay back all the money they borrowed from the government. In addition, a number of non-TARP companies have voluntarily held Say-on-Pay votes in recent years.

## What are the new rules on golden parachutes?

The term "golden parachute" generally refers to compensation arrangements with named executive officers concerning any type of compensation (whether present, deferred, or contingent) that is based on or relates to an acquisition, merger, or similar transaction.

The new rules require companies to disclose any agreements or understandings that the target company has with its own named executive officers or those of the company that is acquiring the target company (called the acquiring company), as well as any relationships between the acquiring company and its named executive officers and those of the target company. Such disclosures must include the total of all compensation that may be paid or become payable to, or on behalf of, the named executive officer, and the conditions upon which it may be paid or become payable. The disclosures must be made clearly and simply in the form of both narrative and tables.

When companies seek shareholder approval of a merger or acquisition, they will be required to conduct a separate shareholder advisory vote to approve, in the typical scenario, the disclosed golden parachute compensation arrangements between the target company and its own named executive officers or those of the acquiring company. There is one exception to this. The company is not required to conduct such a vote if the golden parachute disclosures were included in executive compensation disclosures subject to a prior Say-on-Pay vote.

Companies are required to comply with the golden parachute shareholder advisory vote and disclosure requirements in proxy statements to approve a merger or acquisition and similar forms initially filed on or after April 25, 2011.

## Broker non-votes

In another change starting this year, brokers may no longer cast votes on behalf of clients who do not instruct their brokers how to vote on executive compensation matters.<sup>2</sup> This means that brokers will not be able to cast votes on the Say-on-Pay, frequency, or golden parachute proposals if clients do not provide voting instructions on these proposals.

## What information is available to shareholders when they are deciding how to vote?

Companies are required to disclose named executive officers' compensation information in the proxy statement for an annual meeting at which directors are elected. In the Compensation Discussion and Analysis ("CD&A"), the company must explain all material elements of the compensation for named executive officers. The CD&A is meant to be a narrative overview that gives shareholders a context for the company's executive compensation policies and practices.

The proxy statement also includes a Summary Compensation Table that presents all elements of named executive officers' compensation and totals for the three most recent fiscal years, and additional tables providing more detailed disclosure of separate elements of their compensation for the last completed fiscal year: the Grants of Plan-Based Awards Table, Outstanding Equity Awards at Fiscal Year-End Table,

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***Companies are required to address in the CD&A whether and, if so, how their compensation policies and decisions have taken into account the results of the most recent Say-on-Pay vote.***

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<sup>2</sup> This follows a similar ban on uninstructed broker votes in the election of board directors. In a rule that took effect Jan. 1, 2010, brokers no longer have the discretion to vote their customers' shares held in companies without receiving voting instructions from those customers about how to vote in an election of directors. For more information see our publication, ["New Shareholder Voting Rules for the 2010 Proxy Season."](#)

## B.3

Option Exercises and Stock Vested Table, and Pension Benefits Table.

Smaller companies are exempt from providing CD&As, but are required to provide other compensation disclosures.

## How will investors learn of the vote results?

Companies are required to disclose preliminary vote results within four business days of the completion of the shareholder meeting and final voting results within four business days after those results are known. Companies make these disclosures in a document called a Current Report on Form 8-K, which is filed with the SEC.

The new rules also require companies to make two more disclosures. First, companies are required to address in the CD&A whether and, if so, how their compensation policies and decisions have taken into account the results of the most recent Say-on-Pay vote.

Second, each company must disclose in a Form 8-K its decision about the frequency of future Say-on-Pay votes. This disclosure must be made within 150 calendar days after the shareholder meeting, but no later than 60 calendar days before the deadline for shareholders to submit proposals for the next annual meeting. This deadline allows companies additional time to consider carefully the results of the frequency vote, including through board and committee deliberations and discussions with shareholders, before the company is required to disclose its decision on the frequency of Say-on-Pay votes.

## Are the compensation votes advisory or binding?

The Say-on-Pay, frequency, and golden parachute votes are advisory rather than binding. The Dodd-Frank Act specifies that the shareholder vote to approve executive compensation "shall not be binding on the issuer or the board of directors of an issuer." (An issuer in this context is a public company subject to the proxy rules.)

## B.3

It is up to the company's board of directors to determine what it considers to be the best compensation policies and practices for the company. Unlike a binding vote, advisory votes do not require the company or its board of directors to take a specific action. The company's board of directors may consider advisory votes and may follow up with other communications or dialogue with shareholders as part of its deliberative process in making policy decisions.

### Additional Resources

- [SEC Final Rule](#), Shareholder Approval of Executive Compensation and Golden Parachute Compensation
- [Dodd-Frank Wall Street Reform and Consumer Protection Act](#)

(See Sec. 951, Shareholder Vote on Executive Compensation Disclosures.)

### Related Information

- For more information on proxy voting, see our [Spotlight on Proxy Matters](#).
- For more on the rule prohibiting uninstructed broker votes in an election of directors, see our publication, "[New Shareholder Voting Rules for the 2010 Proxy Season](#)."
- For additional educational information for investors, see the SEC Office of Investor Education and Advocacy's website for investors, [Investor.gov](#).

The Office of Investor Education and Advocacy has provided this information as a service to investors. It is neither a legal interpretation nor a statement of SEC policy. If you have questions concerning the meaning or application of a particular law or rule, please consult with an attorney who specializes in securities law.



**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
CONFLICT OF INTEREST CODE**

Adopted: November 3, 2010

Amended: February 13, 2013, May 6, 2015, December 9, 2015, May 4, 2016, May 10, 2017,  
May 9, 2018, June 10, 2020, May 5, 2021, October 12, 2022, May 3, 2023

**I. PURPOSE**

Pursuant to the provisions of the Government Code sections 87300, et seq., the Board of Retirement of MCERA first adopted a Conflict of Interest Code in 2000 by its Resolution No. 00/01-1. The substantive provisions of that Resolution are set forth under "Code Provisions" below. For purposes of facilitating amendments to the Code and its Exhibit 1 and Appendix, the existing Conflict of Interest Code is hereby restated and reconfirmed. Nothing contained herein is intended to modify or abridge the provisions of the Political Reform Act of 1974 (Gov. Code secs. 81000, et seq.).

**II. CODE PROVISIONS**

- A. The terms of 2 Cal. Code of Regs. Section 18730 and any amendments to it duly adopted by the Fair Political Practices Commission are hereby incorporated by reference as "Exhibit 1" and, along with the attached Appendix consisting of Attachments A through E, in which members and employees are designated and disclosure categories are set forth, and the place of filing is specified, shall constitute the Conflict of Interest Code of the Marin County Employees' Retirement Association.
- B. Designated employees, including consultants, as set forth on Attachment B of the Appendix shall file Statements of Economic Interests (Form 700s) with the Retirement Administrator, through the MCERA Clerk of the Board, or by using the electronic filing process specified in Attachment E.
- C. Upon receipt of the statements from individuals in the identified and designated positions, MCERA shall retain the original of these statements and maintain a record of their receipt.
- D. Board members, as set forth on Attachment A of the Appendix, shall file Statements of Economic Interests (Form 700) with the Retirement Administrator, through the MCERA Clerk of the Board, or by using the electronic filing process specified in Attachment E.
- E. Upon receipt of the statements from Board members, MCERA shall retain the original of these statements and maintain a record of their receipt.
- F. As soon as possible, MCERA will prepare a Form 806 identifying all of the current paid appointments to MCERA standing committees as to which compensation is \$250 or more per annum, and the completed Form will be posted on MCERA's website. Thereafter, the posted Form will be amended to include future appointments. If any appointees to such committees vote on those appointments, the Form 806 will be updated and re-posted prior to, and after, such vote, in accordance with FPPC Regulation 18705.5. The Form 806 will also be amended and re-posted promptly upon any of the following circumstances if such circumstance changes any

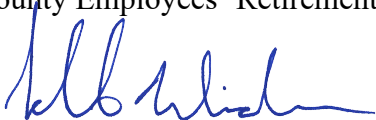
information included on the Form 806: (1) the number of scheduled meetings is changed; (2) there is a change in the compensation paid to the members; or (3) there is a change in membership on the standing committee.

**III. CODE REVIEW**

The Retirement Board shall review this Code at least every even-numbered year to ensure that it remains relevant and appropriate. The Code may be amended from time to time by majority vote of the Board.

**IV. RETIREMENT ADMINISTRATOR'S CERTIFICATE**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was revised, and made effective by the Marin County Employees' Retirement Association on ~~October 12, 2022~~ May 3, 2023.

  
\_\_\_\_\_  
Retirement Administrator

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**APPENDIX**

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**ATTACHMENT A**  
**REQUIRED (STATUTORY) FILERS**  
**CONFLICT OF INTEREST CODE**  
**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION**  
*Amended: November 3, 2010*

Pursuant to Government Code section 87200 the following Marin County Employees' Retirement Association officials, if any occupies the identified positions, must file Statements of Economic Interests (Form 700s):

POSITION

DISCLOSURE CATEGORIES

Board Members (includes ex officio and alternate)  
Retirement Administrator

1  
1

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**ATTACHMENT B**  
**DESIGNATED EMPLOYEES**  
**CONFLICT OF INTEREST CODE**  
**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION**

*Amended: February 13, 2013*

*Amended: May 6, 2015*

*Amended: May 4, 2016*

*Amended: May 9, 2018*

*Amended: May 5, 2021*

*Amended: May 3, 2023*

Under provisions of the Standard Code, designated employees, including consultants as defined in the Political Reform Act of 1974, shall file Statements of Economic Interests (Form 700s). Listed below are the designated employees, including consultants, of the Marin County Employees' Retirement Association, if any occupy the identified positions, and their respective disclosure categories:

<u>POSITION</u>	<u>DISCLOSURE CATEGORIES</u>
Assistant Retirement Administrator	1
Chief Financial Officer	1
Retirement Manager	1
Accounting Unit Manager	2
Senior Accountant(s)	2
Benefits Supervisor(s)	2
Member Services Technician -- Disabilities	2
Legal Counsel (internal and external)	1
Investment Consultant(s)	1
Investment Managers*	2
Real Estate Consultants and Managers	3
Medical Consultant(s)	4
Consulting Actuary	2
<u>Security Consultant</u>	<u>2</u>
Consultants**	1

\*Private Debt Managers provide annual disclosures through contract provisions and are not subject to Form 700 filing requirements.

\*\*Consultants shall be included in the list of designated positions and shall disclose pursuant to the broadest disclosure category in the Code subject to the following limitation:

The Retirement Administrator may determine in writing that a particular consultant, although a "designated position," is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements described in this Code. Such written determination shall include a



#### B.4.a

description of the Consultant's duties and, based upon that description, a statement of the extent of disclosure requirements. Such written determination shall also be timely provided to the Governance Committee for its information. The Retirement Administrator's determination is a public record and shall be retained for public inspection in the same manner and location as this Conflict of Interest Code.

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**ATTACHMENT C**  
**DESIGNATED COMMITTEES & COMMISSIONS MEMBERS**  
**CONFLICT OF INTEREST CODE**  
**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION**

Voting Members of the following appointed committees and commissions shall file statements of economic interests:

NONE

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**ATTACHMENT D**  
**DISCLOSURE CATEGORIES FOR DESIGNATED POSITIONS**  
**CONFLICT OF INTEREST CODE**  
**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)**

*Amended: May 6, 2015*

**CATEGORY 1**

All sources of income, reportable interest in real property and investments and business positions in business entities located in or doing business in Marin County.

**CATEGORY 2**

Investments and business positions in business entities and sources of income which provide services, supplies, materials, machinery or equipment of the type utilized by the agency.

**CATEGORY 3**

Any reportable interest in real property; any reportable investments and business positions held in business entities which have done business with the county government in the previous two (2) years; any reportable income from business entities which have done business with the county government in the previous two (2) years; any reportable income from individuals who are County employees.

**CATEGORY 4**

Investments and business positions in business entities and income from sources which are providers of health care services, including but not limited to pharmacies, physicians, etc.

Investments and business positions in business entities and/or nonprofit corporations and income from sources which may be the recipient of patient referrals for the delivery of health care services or supplies by the employee's hospitals.

Investments and business positions in business entities or nonprofit corporations and income from sources which are of the type which provide consultant services regarding health care or disabilities to any business entity, agency or nonprofit corporation made reportable by this disclosure category.

**CATEGORY 5**

All sources of income, investments and business positions in business entities located in or doing business in Marin County.

**CATEGORY 6**

Any income from any employee of the County.

**CATEGORY 7**

Reportable interest in real property.

Investments and business positions in any business entity located in or doing business in Marin County or income from any source if the business entity or source of income manufactures or sells supplies, machinery or equipment of the type utilized by the County.

Investments and business positions in any business entity or income from any source if the business entity or source of income is a contractor or subcontractor engaged in the performance of work or services of the type utilized by the County.

**CATEGORY 8**

\*Consultants.

Consultants shall disclose pursuant to the Disclosure Categories set forth in Attachment B, subject to the following limitation:

The Retirement Administrator may determine in writing that a particular consultant, although a “designated position,” is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements described in this section. Such written determination shall include a description of the consultant’s duties and, based upon that description, a statement of the extent of disclosure requirements. Such determination shall be a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code.

**ATTACHMENT E**  
**PLACE OF FILING**  
CONFLICT OF INTEREST CODE  
MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)

*Amended: May 4, 2016*

*Amended: May 5, 2021*

The Form 700 Statement of Economic Interests may be filed by one of the following two methods:

**1. Electronic Filing**

Form 700 may be filed electronically by using the link to the NetFile system provided by MCERA, using the filer's email address to obtain a password.

**2. Filing a paper Form 700**

Return the original completed Form 700 to:

Marin County Employees' Retirement Association  
Attention: Clerk of the Board  
One McInnis Parkway, Suite 100  
San Rafael, CA 94903

The Clerk of the Marin County Employees' Retirement Association's Retirement Board shall furnish to each statutory and designated member upon assuming office, annually and upon termination a Form 700 Statement of Economic Interests. Form 700 is accessible through MCERA's website, [www.mcera.org](http://www.mcera.org),

**EXHIBIT I**

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## B.4.a

(Regulations of the Fair Political Practices Commission, Title 2, Division 6, California Code of Regulations)

### **§ 18730. Provisions of Conflict of Interest Codes.**

(a) Incorporation by reference of the terms of this regulation along with the designation of employees and the formulation of disclosure categories in the Appendix referred to below constitute the adoption and promulgation of a conflict of interest code within the meaning of Section 87300 or the amendment of a conflict of interest code within the meaning of Section 87306 if the terms of this regulation are substituted for terms of a conflict of interest code already in effect. A code so amended or adopted and promulgated requires the reporting of reportable items in a manner substantially equivalent to the requirements of article 2 of chapter 7 of the Political Reform Act, Sections 81000, et seq. The requirements of a conflict of interest code are in addition to other requirements of the Political Reform Act, such as the general prohibition against conflicts of interest contained in Section 87100, and to other state or local laws pertaining to conflicts of interest.

(b) The terms of a conflict of interest code amended or adopted and promulgated pursuant to this regulation are as follows:

#### (1) Section 1. Definitions.

The definitions contained in the Political Reform Act of 1974, regulations of the Fair Political Practices Commission (Regulations 18110, et seq. ), and any amendments to the Act or regulations, are incorporated by reference into this conflict of interest code.

#### (2) Section 2. Designated Employees.

## B.4.a

The persons holding positions listed in the Appendix are designated employees. It has been determined that these persons make or participate in the making of decisions which may foreseeably have a material effect on economic interests.

### (3) Section 3. Disclosure Categories.

This code does not establish any disclosure obligation for those designated employees who are also specified in Section 87200 if they are designated in this code in that same capacity or if the geographical jurisdiction of this agency is the same as or is wholly included within the jurisdiction in which those persons must report their economic interests pursuant to article 2 of chapter 7 of the Political Reform Act, Sections 87200, et seq.

In addition, this code does not establish any disclosure obligation for any designated employees who are designated in a conflict of interest code for another agency, if all of the following apply:

(A) The geographical jurisdiction of this agency is the same as or is wholly included within the jurisdiction of the other agency;

(B) The disclosure assigned in the code of the other agency is the same as that required under article 2 of chapter 7 of the Political Reform Act, Section 87200; and

(C) The filing officer is the same for both agencies.<sup>1</sup>

Such persons are covered by this code for disqualification purposes only. With respect to all other designated employees, the disclosure categories set forth in the Appendix specify which kinds of economic interests are reportable. Such a designated employee shall disclose in the employee's statement of economic interests those economic interests the employee has which are of the kind described in the disclosure categories to which the employee is assigned in the Appendix. It has been determined that the economic interests set forth in a designated employee's



## B.4.a

disclosure categories are the kinds of economic interests which the employee foreseeably can affect materially through the conduct of the employee's office.

### (4) Section 4. Statements of Economic Interests: Place of Filing.

The code reviewing body shall instruct all designated employees within its code to file statements of economic interests with the agency or with the code reviewing body, as provided by the code reviewing body in the agency's conflict of interest code.<sup>2</sup>

### (5) Section 5. Statements of Economic Interests: Time of Filing.

(A) Initial Statements. All designated employees employed by the agency on the effective date of this code, as originally adopted, promulgated and approved by the code reviewing body, shall file statements within 30 days after the effective date of this code. Thereafter, each person already in a position when it is designated by an amendment to this code shall file an initial statement within 30 days after the effective date of the amendment.

(B) Assuming Office Statements. All persons assuming designated positions after the effective date of this code shall file statements within 30 days after assuming the designated positions, or if subject to State Senate confirmation, 30 days after being nominated or appointed.

(C) Annual Statements. All designated employees shall file statements no later than April 1. If a person reports for military service as defined in the Servicemember's Civil Relief Act, the deadline for the annual statement of economic interests is 30 days following the person's return to office, provided the person, or someone authorized to represent the person's interests, notifies the filing officer in writing prior to the applicable filing deadline that the person is subject to that federal statute and is unable to meet the applicable deadline, and provides the filing officer verification of the person's military status.

## B.4.a

(D) Leaving Office Statements. All persons who leave designated positions shall file statements within 30 days after leaving office.

### (5.5) Section 5.5. Statements for Persons Who Resign Prior to Assuming Office.

Any person who resigns within 12 months of initial appointment, or within 30 days of the date of notice provided by the filing officer to file an assuming office statement, is not deemed to have assumed office or left office, provided the person did not make or participate in the making of, or use the person's position to influence any decision and did not receive or become entitled to receive any form of payment as a result of the person's appointment. Such persons shall not file either an assuming or leaving office statement.

(A) Any person who resigns a position within 30 days of the date of a notice from the filing officer shall do both of the following:

- (1) File a written resignation with the appointing power; and
- (2) File a written statement with the filing officer declaring under penalty of perjury that during the period between appointment and resignation the person did not make, participate in the making, or use the position to influence any decision of the agency or receive, or become entitled to receive, any form of payment by virtue of being appointed to the position.

### (6) Section 6. Contents of and Period Covered by Statements of Economic Interests.

#### (A) Contents of Initial Statements.

Initial statements shall disclose any reportable investments, interests in real property and business positions held on the effective date of the code and income received during the 12 months prior to the effective date of the code.

#### (B) Contents of Assuming Office Statements.

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Assuming office statements shall disclose any reportable investments, interests in real property and business positions held on the date of assuming office or, if subject to State Senate confirmation or appointment, on the date of nomination, and income received during the 12 months prior to the date of assuming office or the date of being appointed or nominated, respectively.

(C) Contents of Annual Statements. Annual statements shall disclose any reportable investments, interests in real property, income and business positions held or received during the previous calendar year provided, however, that the period covered by an employee's first annual statement shall begin on the effective date of the code or the date of assuming office whichever is later, or for a board or commission member subject to Section 87302.6, the day after the closing date of the most recent statement filed by the member pursuant to Regulation 18754.

(D) Contents of Leaving Office Statements.

Leaving office statements shall disclose reportable investments, interests in real property, income and business positions held or received during the period between the closing date of the last statement filed and the date of leaving office.

(7) Section 7. Manner of Reporting.

Statements of economic interests shall be made on forms prescribed by the Fair Political Practices Commission and supplied by the agency, and shall contain the following information:

(A) Investment and Real Property Disclosure.

When an investment or an interest in real property<sup>3</sup> is required to be reported,<sup>4</sup> the statement shall contain the following:

1. A statement of the nature of the investment or interest;

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2. The name of the business entity in which each investment is held, and a general description of the business activity in which the business entity is engaged;

3. The address or other precise location of the real property;

4. A statement whether the fair market value of the investment or interest in real property equals or exceeds \$2,000, exceeds \$10,000, exceeds \$100,000, or exceeds \$1,000,000.

(B) Personal Income Disclosure. When personal income is required to be reported,<sup>5</sup> the statement shall contain:

1. The name and address of each source of income aggregating \$500 or more in value, or \$50 or more in value if the income was a gift, and a general description of the business activity, if any, of each source;

2. A statement whether the aggregate value of income from each source, or in the case of a loan, the highest amount owed to each source, was \$1,000 or less, greater than \$1,000, greater than \$10,000, or greater than \$100,000;

3. A description of the consideration, if any, for which the income was received;

4. In the case of a gift, the name, address and business activity of the donor and any intermediary through which the gift was made; a description of the gift; the amount or value of the gift; and the date on which the gift was received;

5. In the case of a loan, the annual interest rate and the security, if any, given for the loan and the term of the loan.

(C) Business Entity Income Disclosure. When income of a business entity, including income of a sole proprietorship, is required to be reported,<sup>6</sup> the statement shall contain:

1. The name, address, and a general description of the business activity of the business entity;

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2. The name of every person from whom the business entity received payments if the filer's pro rata share of gross receipts from such person was equal to or greater than \$10,000.

(D) Business Position Disclosure. When business positions are required to be reported, a designated employee shall list the name and address of each business entity in which the employee is a director, officer, partner, trustee, employee, or in which the employee holds any position of management, a description of the business activity in which the business entity is engaged, and the designated employee's position with the business entity.

(E) Acquisition or Disposal During Reporting Period. In the case of an annual or leaving office statement, if an investment or an interest in real property was partially or wholly acquired or disposed of during the period covered by the statement, the statement shall contain the date of acquisition or disposal.

(8) Section 8. Prohibition on Receipt of Honoraria.

(A) No member of a state board or commission, and no designated employee of a state or local government agency, shall accept any honorarium from any source, if the member or employee would be required to report the receipt of income or gifts from that source on the member's or employee's statement of economic interests.

(B) This section shall not apply to any part-time member of the governing board of any public institution of higher education, unless the member is also an elected official.

(C) Subdivisions (a), (b), and (c) of Section 89501 shall apply to the prohibitions in this section.

(D) This section shall not limit or prohibit payments, advances, or reimbursements for travel and related lodging and subsistence authorized by Section 89506.

(8.1) Section 8.1. Prohibition on Receipt of Gifts in Excess of \$520.

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(A) No member of a state board or commission, and no designated employee of a state or local government agency, shall accept gifts with a total value of more than \$520 in a calendar year from any single source, if the member or employee would be required to report the receipt of income or gifts from that source on the member's or employee's statement of economic interests.

(B) This section shall not apply to any part-time member of the governing board of any public institution of higher education, unless the member is also an elected official.

(C) Subdivisions (e), (f), and (g) of Section 89503 shall apply to the prohibitions in this section.

### (8.2) Section 8.2. Loans to Public Officials.

(A) No elected officer of a state or local government agency shall, from the date of the election to office through the date that the officer vacates office, receive a personal loan from any officer, employee, member, or consultant of the state or local government agency in which the elected officer holds office or over which the elected officer's agency has direction and control.

(B) No public official who is exempt from the state civil service system pursuant to subdivisions (c), (d), (e), (f), and (g) of Section 4 of Article VII of the Constitution shall, while he or she holds office, receive a personal loan from any officer, employee, member, or consultant of the state or local government agency in which the public official holds office or over which the public official's agency has direction and control. This subdivision shall not apply to loans made to a public official whose duties are solely secretarial, clerical, or manual.

(C) No elected officer of a state or local government agency shall, from the date of the election to office through the date that the officer vacates office, receive a personal loan from

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any person who has a contract with the state or local government agency to which that elected officer has been elected or over which that elected officer's agency has direction and control.

This subdivision shall not apply to loans made by banks or other financial institutions or to any indebtedness created as part of a retail installment or credit card transaction, if the loan is made or the indebtedness created in the lender's regular course of business on terms available to members of the public without regard to the elected officer's official status.

(D) No public official who is exempt from the state civil service system pursuant to subdivisions (c), (d), (e), (f), and (g) of Section 4 of Article VII of the Constitution shall, while the official holds office, receive a personal loan from any person who has a contract with the state or local government agency to which that elected officer has been elected or over which that elected officer's agency has direction and control. This subdivision shall not apply to loans made by banks or other financial institutions or to any indebtedness created as part of a retail installment or credit card transaction, if the loan is made or the indebtedness created in the lender's regular course of business on terms available to members of the public without regard to the elected officer's official status. This subdivision shall not apply to loans made to a public official whose duties are solely secretarial, clerical, or manual.

(E) This section shall not apply to the following:

1. Loans made to the campaign committee of an elected officer or candidate for elective office.

2. Loans made by a public official's spouse, child, parent, grandparent, grandchild, brother, sister, parent-in-law, brother-in-law, sister-in-law, nephew, niece, aunt, uncle, or first cousin, or the spouse of any such persons, provided that the person making the loan is not acting as an agent or intermediary for any person not otherwise exempted under this section.

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3. Loans from a person which, in the aggregate, do not exceed \$500 at any given time.

4. Loans made, or offered in writing, before January 1, 1998.

### (8.3) Section 8.3. Loan Terms.

(A) Except as set forth in subdivision (B), no elected officer of a state or local government agency shall, from the date of the officer's election to office through the date the officer vacates office, receive a personal loan of \$500 or more, except when the loan is in writing and clearly states the terms of the loan, including the parties to the loan agreement, date of the loan, amount of the loan, term of the loan, date or dates when payments shall be due on the loan and the amount of the payments, and the rate of interest paid on the loan.

(B) This section shall not apply to the following types of loans:

1. Loans made to the campaign committee of the elected officer.

2. Loans made to the elected officer by his or her spouse, child, parent, grandparent, grandchild, brother, sister, parent-in-law, brother-in-law, sister-in-law, nephew, niece, aunt, uncle, or first cousin, or the spouse of any such person, provided that the person making the loan is not acting as an agent or intermediary for any person not otherwise exempted under this section.

3. Loans made, or offered in writing, before January 1, 1998.

(C) Nothing in this section shall exempt any person from any other provision of Title 9 of the Government Code.

### (8.4) Section 8.4. Personal Loans.

(A) Except as set forth in subdivision (B), a personal loan received by any designated employee shall become a gift to the designated employee for the purposes of this section in the following circumstances:



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1. If the loan has a defined date or dates for repayment, when the statute of limitations for filing an action for default has expired.

2. If the loan has no defined date or dates for repayment, when one year has elapsed from the later of the following:

- a. The date the loan was made.
- b. The date the last payment of \$100 or more was made on the loan.
- c. The date upon which the debtor has made payments on the loan aggregating to less than \$250 during the previous 12 months.

(B) This section shall not apply to the following types of loans:

1. A loan made to the campaign committee of an elected officer or a candidate for elective office.
2. A loan that would otherwise not be a gift as defined in this title.
3. A loan that would otherwise be a gift as set forth under subdivision (A), but on which the creditor has taken reasonable action to collect the balance due.
4. A loan that would otherwise be a gift as set forth under subdivision (A), but on which the creditor, based on reasonable business considerations, has not undertaken collection action. Except in a criminal action, a creditor who claims that a loan is not a gift on the basis of this paragraph has the burden of proving that the decision for not taking collection action was based on reasonable business considerations.

5. A loan made to a debtor who has filed for bankruptcy and the loan is ultimately discharged in bankruptcy.

(C) Nothing in this section shall exempt any person from any other provisions of Title 9 of the Government Code.

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### (9) Section 9. Disqualification.

No designated employee shall make, participate in making, or in any way attempt to use the employee's official position to influence the making of any governmental decision which the employee knows or has reason to know will have a reasonably foreseeable material financial effect, distinguishable from its effect on the public generally, on the official or a member of the official's immediate family or on:

(A) Any business entity in which the designated employee has a direct or indirect investment worth \$2,000 or more;

(B) Any real property in which the designated employee has a direct or indirect interest worth \$2,000 or more;

(C) Any source of income, other than gifts and other than loans by a commercial lending institution in the regular course of business on terms available to the public without regard to official status, aggregating \$500 or more in value provided to, received by or promised to the designated employee within 12 months prior to the time when the decision is made;

(D) Any business entity in which the designated employee is a director, officer, partner, trustee, employee, or holds any position of management; or

(E) Any donor of, or any intermediary or agent for a donor of, a gift or gifts aggregating \$500 or more provided to, received by, or promised to the designated employee within 12 months prior to the time when the decision is made.

### (9.3) Section 9.3. Legally Required Participation.

No designated employee shall be prevented from making or participating in the making of any decision to the extent the employee's participation is legally required for the decision to be made.

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The fact that the vote of a designated employee who is on a voting body is needed to break a tie does not make the employees' participation legally required for purposes of this section.

(9.5) Section 9.5. Disqualification of State Officers and Employees.

In addition to the general disqualification provisions of section 9, no state administrative official shall make, participate in making, or use the official's position to influence any governmental decision directly relating to any contract where the state administrative official knows or has reason to know that any party to the contract is a person with whom the state administrative official, or any member of the official's immediate family has, within 12 months prior to the time when the official action is to be taken:

(A) Engaged in a business transaction or transactions on terms not available to members of the public, regarding any investment or interest in real property; or

(B) Engaged in a business transaction or transactions on terms not available to members of the public regarding the rendering of goods or services totaling in value \$1,000 or more.

(10) Section 10. Disclosure of Disqualifying Interest.

When a designated employee determines that the employee should not make a governmental decision because the employee has a disqualifying interest in it, the determination not to act may be accompanied by disclosure of the disqualifying interest.

(11) Section 11. Assistance of the Commission and Counsel.

Any designated employee who is unsure of the duties under this code may request assistance from the Fair Political Practices Commission pursuant to Section 83114 and Regulations 18329 and 18329.5 or from the attorney for the employee's agency, provided that nothing in this section requires the attorney for the agency to issue any formal or informal opinion.

(12) Section 12. Violations.

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This code has the force and effect of law. Designated employees violating any provision of this code are subject to the administrative, criminal and civil sanctions provided in the Political Reform Act, Sections 81000-91014. In addition, a decision in relation to which a violation of the disqualification provisions of this code or of Section 87100 or 87450 has occurred may be set aside as void pursuant to Section 91003.

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<sup>1</sup> Designated employees who are required to file statements of economic interests under any other agency's conflict of interest code, or under article 2 for a different jurisdiction, may expand their statement of economic interests to cover reportable interests in both jurisdictions, and file copies of this expanded statement with both entities in lieu of filing separate and distinct statements, provided that each copy of such expanded statement filed in place of an original is signed and verified by the designated employee as if it were an original. See Section 81004.

<sup>2</sup> See Section 81010 and Regulation 18115 for the duties of filing officers and persons in agencies who make and retain copies of statements and forward the originals to the filing officer.

<sup>3</sup> For the purpose of disclosure only (not disqualification), an interest in real property does not include the principal residence of the filer.

<sup>4</sup> Investments and interests in real property which have a fair market value of less than \$2,000 are not investments and interests in real property within the meaning of the Political Reform Act. However, investments or interests in real property of an individual include those held by the individual's spouse and dependent children as well as a pro rata share of any investment or interest in real property of any business entity or trust in which the individual, spouse and dependent children own, in the aggregate, a direct, indirect or beneficial interest of 10 percent or greater.

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<sup>5</sup> A designated employee's income includes the employee's community property interest in the income of the employee's spouse but does not include salary or reimbursement for expenses received from a state, local or federal government agency.

<sup>6</sup> Income of a business entity is reportable if the direct, indirect or beneficial interest of the filer and the filer's spouse in the business entity aggregates a 10 percent or greater interest. In addition, the disclosure of persons who are clients or customers of a business entity is required only if the clients or customers are within one of the disclosure categories of the filer.

Note: Authority cited: Section 83112, Government Code. Reference: Sections 87103(e), 87300-87302, 89501, 89502 and 89503, Government Code.

### **HISTORY**

1. New section filed 4-2-80 as an emergency; effective upon filing (Register 80, No. 14).  
Certificate of Compliance included.
2. Editorial correction (Register 80, No. 29).
3. Amendment of subsection (b) filed 1-9-81; effective thirtieth day thereafter (Register 81, No. 2).
4. Amendment of subsection (b)(7)(B)1. filed 1-26-83; effective thirtieth day thereafter (Register 83, No. 5).
5. Amendment of subsection (b)(7)(A) filed 11-10-83; effective thirtieth day thereafter (Register 83, No. 46).
6. Amendment filed 4-13-87; operative 5-13-87 (Register 87, No. 16).
7. Amendment of subsection (b) filed 10-21-88; operative 11-20-88 (Register 88, No. 46).
8. Amendment of subsections (b)(8)(A) and (b)(8)(B) and numerous editorial changes filed 8-28-90; operative 9-27-90 (Reg. 90, No. 42).

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9. Amendment of subsections (b)(3), (b)(8) and renumbering of following subsections and amendment of Note filed 8-7-92; operative 9-7-92 (Register 92, No. 32).
10. Amendment of subsection (b)(5.5) and new subsections (b)(5.5)(A)-(A)(2) filed 2-4-93; operative 2-4-93 (Register 93, No. 6).
11. Change without regulatory effect adopting Conflict of Interest Code for California Mental Health Planning Council filed 11-22-93 pursuant to title 1, section 100, California Code of Regulations (Register 93, No. 48). Approved by Fair Political Practices Commission 9-21-93.
12. Change without regulatory effect redesignating Conflict of Interest Code for California Mental Health Planning Council as chapter 62, section 55100 filed 1-4-94 pursuant to title 1, section 100, California Code of Regulations (Register 94, No. 1).
13. Editorial correction adding History 11 and 12 and deleting duplicate section number (Register 94, No. 17).
14. Amendment of subsection (b)(8), designation of subsection (b)(8)(A), new subsection (b)(8)(B), and amendment of subsections (b)(8.1)-(b)(8.1)(B), (b)(9)(E) and Note filed 3-14-95; operative 3-14-95 pursuant to Government Code section 11343.4(d) (Register 95, No. 11).
15. Editorial correction inserting inadvertently omitted language in footnote 4 (Register 96, No. 13).
16. Amendment of subsections (b)(8)(A)-(B) and (b)(8.1)(A), repealer of subsection (b)(8.1)(B), and amendment of subsection (b)(12) filed 10-23-96; operative 10-23-96 pursuant to Government Code section 11343.4(d) (Register 96, No. 43).
17. Amendment of subsections (b)(8.1) and (9)(E) filed 4-9-97; operative 4-9-97 pursuant to Government Code section 11343.4(d) (Register 97, No. 15).

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18. Amendment of subsections (b)(7)(B)5., new subsections (b)(8.2)-(b)(8.4)(C) and amendment of Note filed 8-24-98; operative 8-24-98 pursuant to Government Code section 11343.4(d) (Register 98, No. 35).

19. Editorial correction of subsection (a) (Register 98, No. 47).

20. Amendment of subsections (b)(8.1), (b)(8.1)(A) and (b)(9)(E) filed 5-11-99; operative 5-11-99 pursuant to Government Code section 11343.4(d) (Register 99, No. 20).

21. Amendment of subsections (b)(8.1)-(b)(8.1)(A) and (b)(9)(E) filed 12-6-2000; operative 1-1-2001 pursuant to the 1974 version of Government Code section 11380.2 and Title 2, California Code of Regulations, section 18312(d) and (e) (Register 2000, No. 49).

22. Amendment of subsections (b)(3) and (b)(10) filed 1-10-2001; operative 2-1-2001.

Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2001, No. 2).

23. Amendment of subsections (b)(7)(A)4., (b)(7)(B)1.-2., (b)(8.2)(E)3., (b)(9)(A)-(C) and footnote 4. filed 2-13-2001. Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2001, No. 7).

24. Amendment of subsections (b)(8.1)-(b)(8.1)(A) filed 1-16-2003; operative 1-1-2003.

Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District,

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nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2003, No. 3).

25. Editorial correction of History 24 (Register 2003, No. 12).

26. Editorial correction removing extraneous phrase in subsection (b)(9.5)(B) (Register 2004, No. 33).

27. Amendment of subsections (b)(2)-(3), (b)(3)(C), (b)(6)(C), (b)(8.1)-(b)(8.1)(A), (b)(9)(E) and (b)(11)-(12) filed 1-4-2005; operative 1-1-2005 pursuant to Government Code section 11343.4 (Register 2005, No. 1).

28. Amendment of subsection (b)(7)(A)4. filed 10-11-2005; operative 11-10-2005 (Register 2005, No. 41).

29. Amendment of subsections (a), (b)(1), (b)(3), (b)(8.1), (b)(8.1)(A) and (b)(9)(E) filed 12-18-2006; operative 1-1-2007. Submitted to OAL pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2006, No. 51).

30. Amendment of subsections (b)(8.1)-(b)(8.1)(A) and (b)(9)(E) filed 10-31-2008; operative 11-30-2008. Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2008, No. 44).

31. Amendment of section heading and section filed 11-15-2010; operative 12-15-2010. Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of*



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*Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2010, No. 47).

32. Amendment of section heading and subsections (a)-(b)(1), (b)(3)-(4), (b)(5)(C), (b)(8.1)-(b)(8.1)(A) and (b)(9)(E) and amendment of footnote 1 filed 1-8-2013; operative 2-7-2013.

Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2013, No. 2).

33. Amendment of subsections (b)(8.1)-(b)(8.1)(A), (b)(8.2)(E)3. and (b)(9)(E) filed 12-15-2014; operative 1-1-2015 pursuant to section 18312(e)(1)(A), title 2, California Code of Regulations. Submitted to OAL for filing and printing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements) (Register 2014, No. 51).

34. Redesignation of portions of subsection (b)(8)(A) as new subsections (b)(8)(B)-(D), amendment of subsections (b)(8.1)-(b)(8.1)(A), redesignation of portions of subsection (b)(8.1)(A) as new subsections (b)(8.1)(B)-(C) and amendment of subsection (b)(9)(E) filed 12-1-2016; operative 12-31-2016 pursuant to Cal. Code Regs. tit. 2, section 18312(e). Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision,

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April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2016, No. 49).

35. Amendment of subsections (b)(8.1)-(b)(8.1)(A) and (b)(9)(E) filed 12-12-2018; operative 1-11-2019 pursuant to Cal. Code Regs., tit. 2, section 18312(e). Submitted to OAL for filing and printing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2018, No. 50).

36. Amendment of subsections (b)(8.1)-(8.1)(A) filed 12-23-2020; operative 1-1-2021 pursuant to Cal. Code Regs., tit. 2, section 18312(e). Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2020, No. 52).

37. Amendment of subsections (b)(3)(C), (b)(5)(C), (b)(5.5), (b)(5.5)(A)(2), (b)(7)(D), (b)(8)(A), (b)(8.1)(A), (b)(8.2)(A), (b)(8.2)(C)-(D), (b)(8.3)(A), (b)(9), (b)(9.3), (b)(9.5), (b)(10) and (b)(11) and footnote 5 filed 5-12-2021; operative 6-11-2021 pursuant to Cal. Code Regs., tit. 2, section 18312(e). Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974

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Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2021, No. 20).

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(Regulations of the Fair Political Practices Commission, Title 2, Division 6, California Code of Regulations)

### **§ 18730.1. Conflict of Interest Code: Reporting of Gifts.**

Nothing contained in an agency's conflict of interest code shall be interpreted to require the reporting of gifts from outside the agency's jurisdiction if the purpose of disclosure of the source of the gift does not have some connection with or bearing upon the functions or duties of the position for which the reporting is required. Nothing in this language is intended to create an inference that all gifts within the jurisdiction are reportable.

Note: Authority cited: Section 83112, Government Code. Reference: Sections 82028, 87100, 87103, 87207, 87300, 87302, 87309 and 89503, Government Code.

### HISTORY

1. New section filed 10-3-2012; operative 11-2-2012. Submitted to OAL for filing pursuant to *Fair Political Practices Commission v. Office of Administrative Law*, 3 Civil C010924, California Court of Appeal, Third Appellate District, nonpublished decision, April 27, 1992 (FPPC regulations only subject to 1974 Administrative Procedure Act rulemaking requirements and not subject to procedural or substantive review by OAL) (Register 2012, No. 40).

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

**Adopted: May 4, 2022**

**Amended:**

**I. INTRODUCTION**

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

**II. GOALS OF ACTUARIAL FUNDING POLICY**

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

**III. FUNDING POLICY**

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

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

**IV. ACTUARIAL METHODS**

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

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

## B.4.b

- **Valuation of Assets:** Effective with the June 30, 2014 valuation, the Board adopted a direct contribution rate smoothing policy. As a result, the smoothed Actuarial Value of Assets was replaced with the Market Value of Assets for valuation purposes. The assets used to compute the UAL are the Market Value of Assets, minus the value of any non-valuation contingency reserves.
- **UAL Amortization:** The UAL is amortized as a level percentage of the projected salaries of present and future members of MCERA. Effective with the June 30, 2013 valuation, the UAL as of June 30, 2013 is amortized over a closed 17-year period (840 years remaining as of June 30, 2020). The additional UAL attributable to the extraordinary loss from 2008-2009, is being amortized over a separate closed period (168 years as of June 30, 2020). Any subsequent unexpected change in the UAL after June 30, 2013 is amortized over 24 years (22 years for assumption changes) that includes a five-year phase-in and four-year phase-out (three/two years for assumption changes) of the payments/credits for each annual layer.
- **Surplus funding:** If the total of all UAL becomes negative so that there is a surplus and the amount of such surplus is in excess of 20% of the actuarial accrued liability (per Government Code § 7522.52), such actuarial surplus and any subsequent surpluses will be amortized over an “open” amortization period of 30 years. Any prior UAL amortization layers will be considered fully amortized, and any subsequent UAL will be amortized as the first of a new series of amortization layers, using the above amortization periods.
- The amortization period described above will be used in all funding circumstances unless an alternative amortization period is recommended by the Actuary and accepted by the Board based on the results of an actuarial analysis.

## V. OTHER POLICY CONSIDERATIONS

### A. Plan Sponsor

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

### B. Participating Employers

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

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

## B.4.b

- Southern Marin Fire District
- Tamalpais Community Service District

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

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

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

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

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

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

### **D. Phase-in of Increase in Employer Contribution Rates**

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

## **E. Actuarial Assumptions Guidelines**

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

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

Actuarial assumptions are generally grouped into two major categories:

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

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

## **VI. DEFINITIONS**

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

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

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

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

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

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



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

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

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

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

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

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

Valuation Date: June 30 of every year.

## **VII. POLICY REVIEW**

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

## **VIII. RETIREMENT ADMINISTRATOR'S CERTIFICATE**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was ~~amended adopted and made effective on May 4, 2022~~ May 3, 2023.

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Jeff Wickman

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
POLICY REGARDING IMPLEMENTATION OF CALIFORNIA FELONY  
FORFEITURE LAWS**

**Adopted: June 14, 2017**

**Reviewed: June 10, 2020**

**Reviewed:**

**I. BACKGROUND AND PURPOSE**

Felony forfeiture laws applicable to public retirement benefits in California originally applied only to *elected public officers* who took public office, or were reelected to public office, on or after January 1, 2006. (Gov. Code §7522.70, formerly Gov. Code §1243.) The Public Employees' Pension Reform Act of 2013 ("PEPRA") added two broader felony forfeiture statutes applicable to *all public employees* as of January 1, 2013, and further provided that the pre-existing more narrow felony forfeiture statute would not apply in any instance in which the newly-enacted forfeiture statutes applied. (Collectively, such newly-enacted statutes are referred to hereinafter as the "Felony Forfeiture Statutes.") One of the Felony Forfeiture Statutes applies to public employees who were first employed, appointed, or elected *before* January 1, 2013. (Gov. Code §7522.72). The other applies to those who were first employed, appointed, or elected *on or after* January 1, 2013. (Gov. Code §7522.74).

Both Felony Forfeiture Statutes enacted by PEPRA provide that public retirement benefits may be forfeited, as described below, if a public employee is convicted by a state or federal trial court of any felony when the felony conviction is:

for conduct arising out of or in the performance of [the public employee's] official duties, in pursuit of the office or appointment [of the public employee], or in connection with obtaining salary, disability retirement, service retirement, or other benefits.

(Gov. Code §§ 7522.72, subdiv. (b)(1) & 7522.74, subdiv. (b)(1).) Further, the statutes provide as follows regarding felonies involving a child:

if a public employee who has contact with children as part of his or her official duties is convicted of a felony that was committed within the scope of his or her official duties against or involving a child who he or she has contact with as part of his or her official duties.

(Gov. Code §§ 7522.72, subdiv. (b)(2) & 7522.74, subdiv. (b)(2).) When the felony is for the conduct described in either of these two provisions, then the forfeiture permitted by the statute is as to "rights and benefits earned or accrued from the earliest date of the commission of [the] felony to the forfeiture date." (Gov. Code §§ 7522.72, subdiv. (c)(1))

& 7522.74, subdiv. (c)(1).) Both statutes require the public employer who “employs or employed a public employee [convicted of a felony] and that public employee” to notify MCERA “of the public employee’s conviction within 90 days of the conviction.” (Gov. Code §§ 7522.72, subdiv. (f) & 7522.74, subdiv. (f).)

## **II. POLICY**

Upon receipt of notification from any source of a felony conviction of an MCERA member, the Retirement Administrator will investigate and analyze the matter, in consultation with MCERA’s counsel, and determine whether the conviction implicates one or more of the Felony Forfeiture Statutes and/or other applicable law.

If the Retirement Administrator determines that one of the Felony Forfeiture Statutes is implicated by the member’s conviction of a felony, then MCERA will promptly provide written notification to the member (i) regarding the Felony Forfeiture Statute that applies to his or her MCERA benefit(s); (ii) with documentary support for the conclusion that such Felony Forfeiture Statute applies, if available; (iii) showing how the forfeiture is calculated; and (iv) stating that the member has the right to challenge the determination, in which case the matter will be decided by the MCERA Board of Retirement (“Board”).

If the member challenges MCERA’s determination regarding applicability of a Felony Forfeiture Statute, the matter will be scheduled for determination by the Board at a regularly scheduled public meeting. At such meeting, MCERA will present its conclusions and Board members will be provided an opportunity to ask questions. The member and his or her counsel, if represented, will also be provided an opportunity to present to the Board and to provide any information or records pertinent to the issues. Public comment will be taken. The Board will then deliberate and determine whether it has sufficient information to take action on the matter. If so, it will decide the matter by majority vote. If not, it may refer the matter for an administrative hearing as provided in its *Procedures for Hearings on Matters Other than Disability Retirement*. In the event of significant exposure to litigation and proper notice in accordance with the Ralph M. Brown Act, the Board may deliberate on the matter in closed session.

## **III. POLICY REVIEW**

The Retirement Board will review this Policy at least every three years to assure its efficacy and relevance. The Board may amend this Policy from time to time by majority vote.

**IV. RETIREMENT ADMINISTRATOR'S CERTIFICATE**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was reviewed on May 3, 2023.

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Retirement Administrator

DRAFT

**MARIN COUNTY EMPLOYEES' RETIREMENT ASSOCIATION (MCERA)  
TRUSTEE AND STAFF TRAVEL EXPENSE POLICY**

APPROVED: July 11, 2007  
AMENDED: October 8, 2008  
AMENDED: May 6, 2009  
AMENDED: May 20, 2009  
AMENDED: September 8, 2010  
AMENDED: July 10, 2013  
AMENDED: March 12, 2014  
AMENDED: May 6, 2015  
AMENDED: May 4, 2016  
AMENDED: May 10, 2017  
REVIEWED: June 10, 2020

REVIEWED:

**I. Purpose.**

The Board of Retirement of MCERA (the "Board") recognizes the importance of education and the conduct of regular, periodic on-site examinations and meetings with its investment professionals and outside advisers to the success of fulfilling its constitutional and statutory fiduciary duty to administer the retirement system prudently. It is also the policy of the Board to ensure that MCERA staff members are properly trained to perform their respective duties and are, on an ongoing basis, exposed to up-to-date benefit, financial, investment, and other information regarding best practices.

In furtherance of its stated Education and Due Diligence policies and in recognition of the need for proper training of staff, the Board recognizes the need to reimburse Trustees and MCERA staff members for reasonable and necessary travel expenses incurred while participating in educational programs and conducting due diligence and other business-related activities. The Board adopts this Trustee and Staff Travel Expense Policy (the "Travel Policy") to facilitate the appropriate reimbursement of activities pursuant to MCERA's Trustee Education and Due Diligence Policies. This Policy shall also apply to business-related travel of MCERA staff members. Because these are legitimate expenses of the retirement system, the amounts necessary to cover such expenses, as reflected in the Board's annual budget, shall be charged as an investment-related expense or as an administration expense, as appropriate.

This Travel Policy is intended to be applied and interpreted in compliance with the relevant provisions of the California Government Code and in harmony with the mission statement, policies and guidelines approved by the Board of Retirement from time to time.

**II. Guidelines.**

This Travel Expense Policy sets forth the guidelines by which MCERA shall reimburse Trustees and MCERA staff for their reasonable and necessary travel expenses incurred while participating in educational programs and conducting due diligence and other MCERA related activities. The purpose of this Travel Policy is to set forth approval procedures, impose certain limitations on travel reimbursement and identify expense guidelines to promote prudent and cost effective

## B.5.b

travel. These guidelines are intended to be read and applied in conjunction with, and to complement, MCERA's Trustee Education and Due Diligence Policies.

### A. Approval.

Reimbursement of travel and related expenses for a Trustee or staff members to attend an educational program or conduct a due diligence examination or other business for MCERA requires the prior approval of the Board, except under exigent circumstances when Board approval cannot be obtained in advance. All reimbursement of travel expenses for MCERA staff members, other than the Retirement Administrator, to attend an educational conference or seminar or for administrative purposes or due diligence visits, requires the prior approval of the Retirement Administrator. Trustee or staff member attendance at conferences outside of the United States are generally disfavored. In the event a due diligence audit requires international travel, reimbursement for expenses related to the audit shall require prior approval by a vote of not fewer than six members of the Board. Travel on MCERA business within the Northern California region need not be approved in advance as long as overnight accommodations are not required. In accordance with MCERA's Trustee Education Policy, travel by Trustees and/or the Retirement Administrator or designee to attend a program of the State Association of County Retirement Systems ("SACRS"), California Association of Public Retirement Systems ("CalAPRS"), National Conference of Public Employee Retirement Systems ("NCPERS"), the Council of Institutional Investors ("CII") and the National Association of State Retirement Administrators ("NASRA"), need not be approved in advance; provided, however, that MCERA will not pay for overnight accommodations in locations that are within fifty (50) miles of MCERA's offices, unless pre-authorized by the Board Chair after consultation with the Retirement Administrator; any Board Chair requests for an exemption from this limit must be pre-authorized by the Board Vice-Chair after consultation with Retirement Administrator.

### B. Limitation on Attendance by Trustees.

A Trustee is authorized to attend up to three approved educational programs that require overnight lodging each calendar year. Attendance by board members and the Administrator at SACRS conferences, NCPERS' Annual Meeting and Legislative Workshop, CalAPRS roundtables and general assembly, CII general assembly, NASRA Annual Meeting, and educational sessions developed by retained consultants to the Plan are excluded from this limitation. No more than one conference may involve travel to a destination outside the United States. No more than four members of the Board, and less than a quorum of a Standing Committee of the Board, are authorized to meet together for business purposes unless there is appropriate public notice of the meeting. Attendance at educational conferences, seminars and social activities by more than four members of the Board is not a violation of this provision.

A training calendar will be presented for approval at the Board's monthly meetings, listing Board members and staff who anticipate attending specified educational programs. Additional attendees may be added to the calendar at and after each meeting as well.

### C. Authorized Expenses.

Trustees and staff members shall be entitled to reimbursement for travel expenses and for all other reasonable and necessary expenses incurred in connection with MCERA business. Expenses are authorized by the Board of Retirement when by majority vote an educational event is added to the trustee training calendar or due diligence meetings are scheduled by the Board.

Reimbursement for expenses will occur in accordance with the schedule attached to this Travel Policy. To the extent that a sponsor of an educational conference provides meals, beverages and reasonable incidentals to conference attendees but does not charge a conference fee, the Board may consider authorizing payment to the conference sponsor for such reasonable and necessary expenses for Trustee and staff members to attend the conference and thereby cover the cost of such meals, beverages and reasonable incidentals.

D. Allocation of Travel Expenses.

Travel and other related business expenses incurred in connection with participation in educational programs or other business of MCERA where the principal focus is not related to investments shall be included in MCERA's annual budget as expenses of administration. Travel expenses for educational programs and due diligence evaluations relating to the system's investment portfolio shall be included in MCERA's investment budget as investment expenses.

E. Claims for Reimbursement.

Reimbursement for travel by a Trustee or staff member shall be submitted on MCERA's Expense Reimbursement Forms, which shall be reviewed and approved (or disapproved) by the Retirement Administrator in accordance with the provisions of this Travel Policy. The Board Chair shall approve expense claims for the Retirement Administrator in accordance with the provisions of this Travel Policy. All approvals are subject to review and concurrence by the Board, as requested by the Board from time to time. In addition, all reimbursement approvals provided to Trustees and the Retirement Administrator shall be reported in writing quarterly to the Finance and Risk Management Committee. All claims must be submitted within thirty (30) days following the date of travel. In no event will a claim for reimbursement be approved if submitted ninety (90) days after the end of the calendar year in which the expense was incurred. MCERA shall be reimbursed for all advances or reimbursements made in excess of allowable expenses within ninety (90) days from the date a refund request has been made.

F. Cash Advances.

Cash advances are allowed on an as needed basis, though they are disfavored for Board members. Consistent with County Administrative Regulation No. 1, cash advances may be limited to 90% of anticipated actual expenses.

G. Expenses for Traveling Companions.

Under no circumstances shall the expenses of a family member or traveling companion of a Trustee or staff member be reimbursed by MCERA.

H. Limitations on Expense Allowance.

Reimbursement for expenses shall not exceed that which is reasonable and necessary for travel to the precise destination and date of the covered occurrence, whether by private automobile or common carrier. Expense costs for extra days prior to or after a conference and/or meeting will be reimbursed only if such extension results in the same or lower overall trip costs in accordance with this Travel Policy. Board members should consult with the Retirement Administrator in advance of any travel if there are questions regarding the reasonable and necessary expenses.

I. Travel and Lodging Cancellations.

Trustees and staff members are responsible for the timely cancellation of or change to any registration to a conference where fees may be charged and/or travel and lodging reservations are made on their behalf. Trustees and/or staff shall be responsible for the costs of any fees charged as a result of the failure to timely cancel or resulting from changes to said reservations, unless otherwise approved, on a case-by-case basis, by the Board Chair after consultation with the Retirement Administrator; any Board Chair requests for an exemption must be approved by the Vice Chair after consultation with the Retirement Administrator. Any fees paid as a result of Trustee or Retirement Administrator cancellations shall be included on the quarterly report on travel reimbursements made to the Finance and Risk Management Committee.

J. Travel Reports.

The Retirement Administrator shall report all travel by Trustees and Staff on the consent calendar that is submitted to the Board on a monthly basis.

K. Gifts of Travel and Education.

Under the California Political Reform Act, travel expenses, including transportation, lodging and meals, the value of which equals or exceeds \$50 from any single source in any 12 month period may not be paid or reimbursed by any third party for the benefit of any Trustee, the Retirement Administrator, or other public official who manages public investments as defined in Government Code §87200, unless such expenses are reported on the individual's Form 700 and ordinarily may not exceed \$470 in any given 12 month period (adjusted periodically for inflation; *see* Gov. Code section 89503 and FPPC Regulation section 18940.2(a)). The Board may no longer accept gifts of such expenses as gifts to the agency.

If the Board were to accept a gift to the agency of travel expenses as defined herein on behalf of any MCERA staff who do not manage public investments, any such approval by the Board shall be consistent with FPPC Regulation §18944.2, as amended.

In addition, effective February 10, 2010, there is a presumption that gifts provided to the spouse or registered domestic partner of a statutory filer, such as a Trustee, are *gifts to the official* that the official must include in gift reporting and limitation assessments, unless there is an established working, social or similar relationship between the donor/vendor and the official's family member, independent of the relationship between the donor/vendor and the official. FPPC Reg. 18944.

Education and educational materials, including books, reports, pamphlets, calendars, periodicals, videotapes, and free or discounted admission to informational conferences or seminars, may be provided by parties other than MCERA to Trustees and MCERA staff, because they are not considered "gifts" under Government Code §82028(b) and FPPC Regulation §18942.1. However, travel, accommodations, meals and beverages provided in connection with informational conferences or seminars for which admission is free or discounted to MCERA are considered a gift to the attending Trustee or staff member, unless MCERA pays for those expenses, or some other exception applies.

Further, effective January 1, 2014, Trustees are permitted to have certain third parties pay for transportation, lodging, and food that is directly related to the official's public duties, is for a



purpose that would otherwise be paid for with the agency's funds, and is authorized in the same manner as transportation, lodging, and food using the agency's own funds. However, in order to be permitted, those payments must meet detailed requirements and limitations of FPPC Reg. 19850.1. Those requirements include, but are not limited to, posting specified notices by MCERA of the gift(s). Thus, as a matter of policy and internal controls, any determination to accept such a gift of travel from a third party by MCERA on behalf of an official should be first brought to the MCERA Board for consideration.

However, if a Trustee or other public official under Government Code section 87200 makes a speech or other formal presentation at an informational conference or seminar within or outside of the United States, or if a Trustee is conducting bona fide business on behalf of another organization at a conference or seminar, then other rules regarding payment, reimbursement for expenses, and reporting obligations, may apply that would potentially not warrant MCERA Board consideration.

Trustees and staff are encouraged to work with the Retirement Administrator and MCERA's counsel, or their own counsel, to determine, before attending an event that its free or discounted to them, whether any aspect of the event would be considered a gift that is subject to reporting rules and limitations, or income that must be reported, under the Political Reform Act.

L. Travel Arrangements.

All travel arrangements for which reimbursement will be sought shall be made through or coordinated with the office of the Retirement Administrator.

**III. Policy Review.**

The Board shall review this Travel Policy at least every three years to assure its efficacy and relevance. This Travel Policy may be amended from time to time by majority vote of the Board.

**IV. Certificate.**

I, Jeff Wickman, the duly appointed Retirement Administrator of the Marin County Employees' Retirement Association, hereby certify that this policy was reviewed and made effective by the Marin County Employees' Retirement Association on May 3, 2023~~June 10, 2020~~.

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Retirement Administrator

**MCERA EXPENSE REIMBURSEMENT SCHEDULE****Airline Travel**

Trustees and staff shall be reimbursed for actual and reasonable expenses for airfare for approved travel on MCERA business. Any scheduled U.S. or recognized international air carrier may be used for domestic or international travel. A fully refundable coach class ticket shall be purchased, which shall be at competitive prices. If a restricted or excursion class ticket is purchased at the request of a Trustee or staff member and the ticket is subsequently cancelled, the Trustee or staff member shall be required to reimburse MCERA for the cost of the ticket, unless a credit voucher for future travel is issued by the air carrier; charges incurred because of urgent MCERA business or the cancellation of a meeting or event by the organizing entity are exempt from this requirement.

If savings can be realized on the airfare by having a Trustee or staff member extend their stay to include a Saturday night, at his or her option, said Trustee or staff member may extend his or her stay in order to realize such savings. MCERA shall reimburse the cost associated with the additional lodging and meals resulting from an extended itinerary, not to exceed the savings in airline fare.

If, at the conclusion of a business-related trip, it would be impractical for a Trustee or staff member to return home the same day and arrive home prior to 10:00 p.m. California time due to the distance that must be traveled, or the unavailability of a return flight, the Trustee or staff member may lay over for one additional night and MCERA shall reimburse the costs associated with the additional lodging and meals resulting from the extended stay.

Receipts must be submitted along with a completed MCERA Expense Reimbursement Form to obtain reimbursement.

**Hotels**

Actual expenses for lodging in a standard class of hotel shall be reimbursed by MCERA. Whenever possible, a request for a government or conference rate should be made. While meals charged to the hotel bill shall be reimbursed in accordance with this Travel Policy, MCERA shall not reimburse expenses related to alcoholic beverages, tobacco, in-room movies, barber/beauty shop, gifts, magazines, personal telephone calls and mini-bar charges. In the case of an extended trip or an emergency situation, laundry and dry cleaning expenses may be reimbursed. Cancellation fees incurred because of urgent MCERA business or the cancellation of a meeting or event by the organizing entity are exempt from this requirement.

Original hotel receipts must be submitted along with a completed MCERA Expense Reimbursement Form to obtain reimbursement.

**Meals**

A Trustee or staff member will be reimbursed for the cost of meals at a flat rate up to a maximum established by the County of Marin pursuant to the expense reimbursement policies established by its Board of Supervisors. Receipts shall not be required for per diem reimbursement.

For out-of-state travel, a Trustee or staff member will be reimbursed for the cost of meals at a flat rate up to a maximum established by the County of Marin pursuant to the expense reimbursement policies established by its Board of Supervisors.

## B.5.b

A Trustee or staff member shall be reimbursed for up to a 15% gratuity. No reimbursement will be made for alcoholic beverages. A Board member and/or staff must provide a receipt for any meal that exceeds \$ 25.00 (excluding tax and tip). When requesting reimbursement for fewer than three meals per day, expenses for a particular meal shall be rounded to the nearest whole dollar, and then submitted not to exceed the maximum percentage of the Per Diem Rate shown below.

<u>Meal</u>	<u>Travel Begins On or Before</u>	<u>Portion of Per Diem Traveler is Entitled to Receive</u>
Breakfast	7:00 am	20%
Lunch	11:00 am	25%
Dinner	5:00 pm	55%
MAXIMUM TOTAL DAILY		100%

When a meal is included in the cost of a conference registration fee, mode of travel (e.g. airfare), or other MCERA-paid activity, employees will not be entitled to reimbursement for item.

### **Automobile Mileage**

A Trustee or staff member who uses his/her personal automobile for transportation on MCERA business may be reimbursed for the actual mileage driven on business and shall report such mileage on a MCERA Expense Reimbursement Form. Reimbursement shall be made at the per-mile rate allowed by the Internal Revenue Service. Pursuant to item H. above, Board members should consult with the Retirement Administrator prior to using a personal vehicle for travel if the use of the vehicle would exceed reasonable and necessary expenses from an alternate method of travel. Staff who receives a car allowance shall not be entitled to reimbursement for miles driven on MCERA business, unless approved in advance by the Chair. Those who use a personal automobile for MCERA business shall carry full automobile insurance coverage

### **Parking And Tolls**

Parking and tolls are reimbursed at cost. Receipts are required for amounts over \$25.00.

### **Public Transportation**

Use of taxis, hired cars and public transportation for MCERA business shall be reimbursed at actual rates. A receipt is required for amounts over \$25.00.

### **Car Rentals**

The use of a rental car by a Trustee or staff member shall be reimbursed when it is economically reasonable to rent a vehicle rather than use taxis, hired cars or public transportation. Rental car discounts must be used whenever possible and appropriate. If available, a compact vehicle will be requested, unless several Board members and/or staff will be using the vehicle together. Full insurance coverage must be purchased in connection with any car rental.

**Incidental Business Expenses**

Incidental business expenses reasonably incurred in connection with MCERA business, such as telephone, fax, internet access, and similar business expenses, shall be reimbursed as necessary and appropriate. Receipts are required in each instance of such business expense.

**Porterage**

Maximum reimbursement for porterage is \$10.00 per day of travel. Receipts not required.

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## **B.6 Next Committee Meeting**

This is a discussion with no backup.